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Annual Report
2025-26

EDGE TO AI

Driving Transformation.
Delivering Impact.

CORPORATE INFORMATION

Board of Directors

Mr. Jim Rakesh
Chairman and Managing Director

Ms. Sukanya Rakesh
Whole-Time Director

Mr. MM Senthil Kumar
Whole-Time Director

Mr. Hariharan Dharmarajan
Independent Director

Mr. Rajagopalan Alagar
Independent Director

Mr. Ethirajulu Bandaru
Independent Director

Mr. J. Kenny Robert
Non-Executive and Non-Independent Director

Chief Financial Officer

Ms. Sukanya Rakesh

Company Secretary & Compliance Officer

Ms. Thenmozhi Ramalingam

Statutory Auditors

M/s. Krishaan & Co., Chartered Accountants, Flat no. 10, C-Wing, VI floor, Parsn Manere, 442 (602), Anna Salai, Chennai 600006.

Bankers

HDFC Bank Ltd

The Hongkong and Shanghai Banking Corporation

Internal Auditors

Sundaresan & Subramanian LLP
Chartered Accountants
19/8, 'Swathi Complex', Bazullah Road, T. Nagar, Chennai, 600017.

Audit Committee

Mr. Rajagopalan Alagar
Chairman and Independent Director

Mr. Ethirajulu Bandaru
Independent Director

Mr. Hariharan Dharmarajan
Independent Director

Mr. Jim Rakesh
Chairman and Managing Director

Nomination and Remuneration Committee

Mr. Rajagopalan Alagar Chairman
Independent Director

Mr. Ethirajulu Bandaru
Independent Director

Mr. Hariharan Dharmarajan
Independent Director

Mr. Jim Rakesh
Chairman and Managing Director

Stakeholders Relationship Committee

Mr. Rajagopalan Alagar
Chairman and Independent Director

Mr. Ethirajulu Bandaru
Independent Director

Mr. Hariharan Dharmarajan
Independent Director

Mr. Jim Rakesh
Chairman and Managing Director

Corporate Social Responsibility Committee

Mr. Ethirajulu Bandaru
Chairman and Independent Director

Mr. Rajagopalan Alagar
Independent Director

Mr. Hariharan Dharmarajan
Independent Director

Mr. Jim Rakesh
Chairman and Managing Director

Registrar and Share Transfer Agent

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East) Mumbai 400011, Maharashtra, India. Tel: +91 022 2301 8261; E-mail: support@purvashare.com Website: www.purvashare.com

Registered Office

ROX Hi-Tech Limited, 1st & 3rd Floor, Old No: 101-B, New No: 160, Mahalingapuram Main Road, Nungambakkam, Chennai, Tamil Nadu -600034

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Forward-Looking statement

Some information in this report may contain forward-looking statements. The Company has based these forward-looking statements on its current beliefs, expectations and intentions as to facts, actions and events that will or may occur in the future. Such statements are identified by forward looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will" or other similar words. A forward-looking statement may include a statement of the assumptions or basis underlying the forward-looking statement. The Company has chosen these assumptions or basis in good faith and believes that they are reasonable in all material respects.

However, the Company cautions you that forward-looking statements and assumed facts or bases are typically subject to variation from actual results. The differences between the results implied by the forward-looking statements and assumed facts or bases and actual results can be material, depending on the circumstances.

DRIVING TRANSFORMATION. DELIVERING IMPACT

Transformation creates value when change enables progress. It is measured by the value that creates change, stronger capabilities, smarter operations, greater resilience, and sustainable growth.

In an environment where technology continues to redefine how enterprises operate, compete, and create value, the ability to transform with purpose has become essential. Organizations need strategic transformation enables agility, innovation, and sustainable growth.

At ROX, technology has always been a means to move businesses forward. The shift towards increasingly intelligent and AI-enabled enterprise ecosystems is shaping the next phase of ROX's evolution. The Company continues to expand its capabilities, strengthen its technology ecosystem and enhance its ability to address complex and evolving enterprise needs. This progression reflects ROX's focus on anticipating customer requirements and enabling businesses to derive greater value from their technology investments. The Company's journey reflects a continuing shift from addressing current technology requirements to anticipating the future needs of enterprises.

FY 2026 marks another important step in this evolution. Across Intelligent Automation, Enterprise Application Management, Enterprise IT Infrastructure, Cybersecurity and Intelligent Workspace, ROX continues to bring together strong expertise, technology excellence, and disciplined execution to help organizations become more agile, connected, and future-ready. From modernizing applications and automating processes to building AI-ready infrastructure, strengthening digital resilience and enabling intelligent operations, The Company remains focused on translating technology investments into measurable business outcomes.

This transformation is supported by a growing ability to integrate diverse technologies, manage complex environments and deliver solutions across the enterprise lifecycle. By connecting infrastructure with applications, security with resilience, automation with efficiency, and innovation with business priorities, to create technology ecosystems that are built not only for the present, but for what lies ahead.

Because transformation only when it creates meaningful impact. Impact that drives efficiency. Impact that strengthens resilience. Impact that enables growth. Impact that creates enduring value.

For ROX, the journey is not simply about keeping pace with technological change. It is about helping enterprises move confidently through it, from traditional environments to AI-ready ecosystems, from fragmented capabilities to connected solutions, and from technology adoption to technology-led outcomes.

Throughout its journey, ROX has remained committed to driving transformation and delivering impact throughout its journey; from technology delivery to strategic enablement, from today's enterprise needs to tomorrow's possibilities, and from innovation at the edge to AI at the core.

KEY HIGHLIGHTS

Financial Highlights

₹210.63 Cr
Revenue

9.73%
Revenue growth

₹ 30.52 Cr
EBITDA

₹17.60 Cr
PAT

₹7.72 Cr
EPS

Project Milestones

Secured a strategic SAP S/4HANA Private Cloud transformation project with a leading locomotive manufacturer, strengthening ROX Hi-Tech's presence in the manufacturing sector.

Operational Highlights

24
Years of Experience

350+
Global Customers

5+ countries
Geographic Reach

150+ certifications
Technical Certifications

120
Skilled Workforce

Quality Standards – ISO 9001:2015 certified

DUNS Registered

ISO 27001 ISMS certified

CSR spend

₹48.27 Lakh

MANAGING DIRECTOR'S MESSAGE

Dear Stakeholders,

It gives me great pride to present ROX's Annual Report for FY 2026, a year that marked an important milestone in our journey.

This was a year of decisive progress for ROX. Enterprises are moving rapidly from legacy systems towards digital technologies to harness AI., and the challenge is no longer simply keeping pace with innovation but achieving effective transformation. The growing gap between the pace at which technology evolves and the value enterprises can realise from it is creating what we see as a new form of transformational debt. Closing this gap requires more than adopting new technologies; it requires understanding where technology can create value, how it should be integrated into the enterprise, and how that value can be translated into meaningful business outcomes.

This is where ROX has positioned itself as a promise of value, helping intelligent enterprises bridge the deployment gap between technology and outcomes. Our Edge to AI capability brings together infrastructure, cybersecurity, application, automation and AI to help clients move from technological possibility to measurable business impact.

Our Business Transformation Management (BTM) approach underpins this journey. We begin by understanding the enterprise - its processes, applications, infrastructure and business priorities before determining where the transformation can create the greatest value. Much like a diagnostic before treatment, this approach gives our clients clarity on what needs to change and why, allowing us to build solutions around their real needs rather than assumed ones.

A Landmark Financial Year

FY 2026 was a landmark year for ROX. The Company crossed ₹200 crore in annual turnover, with consolidated total income reaching ₹210.63 crore, EBITDA margin stood at 30.51%, while net profit margin stood at 8.48%.

These numbers reflect more than financial performance. They demonstrate the strength of our execution, the resilience of our business model and the trust our clients place in our capabilities.

During the year, the Company successfully delivered several complex engagements, including the migration of heavy workloads for a utility client, securing a Digital Transformation project for a locomotive manufacturer, successfully implementing and taking live Digital Transformation projects for an earth-moving equipment manufacturer and a Chinese heavy machinery manufacturer, and delivering an Agentic AI project for an electric vehicle (EV) client.

We carry this momentum forward with an ambition to grow in AI-led data center solutions, while continuing to expand our AI-led capabilities and strengthen our ability to deliver solutions across the technology landscape.

Strengthening Our Capabilities

Our Edge to AI strategy is also reflected in the way our capabilities are evolving. From data center infrastructure and advanced workload migration to cybersecurity, application, automation and agentic AI, we are building the breadth and depth required to support enterprises through increasingly complex transformation journeys guided by our BTM approach (Business Transformation Management). We also continued to invest in the physical infrastructure required to support our expansion. We established a 50-seater office at the Tiruchirappalli SEZ, extending our regional delivery capabilities, and modernized our headquarters to create a workspace that better reflects the organisation we are building.

With a presence spanning Singapore, Denmark, the United States and the Mauritius , we are better placed to serve clients across geographies and participate in a wider range of opportunities.

Growing with Our People

While technology defines much of our business, our people remain at the heart of our growth.

At ROX, welcoming new talent is about creating an environment where every individual is inspired to learn, empowered to contribute, and encouraged to grow with purpose. We believe that the right opportunities, supported by meaningful mentorship and collaboration, can unlock potential and inspire individuals to achieve extraordinary things. Our goal is to empower our people to embrace new challenges, take on greater responsibilities, and grow into future leaders who will help shape the journey ahead.

Our commitment to our people and communities was recognised during the year through the Best Employer Brand Award and the Best Corporate Social Responsibility Practices Award, presented by the Confederation of Indian Industry (CII). These recognitions reinforce our belief that sustainable growth is built not only through business performance, but also through the strength of the organisation and the impact it creates around it.

Responsible growth remains integral to how we build ROX. Scaling our operations and expand our technology capabilities comes with a duty we take seriously - toward our people, our clients and the communities we operate in. Our approach to ESG is reflected in the way we engage with our people, support the communities around us, uphold responsible business practices and seek to create long-term value for our stakeholders. We see sustainability not as a separate agenda, but as an important part of building a resilient and future-ready organisation.

Resilient Through Change

The year was not without its challenges. Geopolitical uncertainties, supply chain disruptions and delays in IT data center shipments created pressures across the technology ecosystem and tested our resilience.

Yet, ROX remained focused on what matters most: delivering for our clients. We continued to execute critical projects successfully and remained committed to our delivery timelines despite a dynamic operating environment.

This resilience gives us confidence as we move into the next phase of our journey.

Looking Ahead

In the year ahead, we will sharpen our focus on AI-led cybersecurity and data center solutions, alongside deepening our Business Transformation Management initiatives across client engagements. We will continue to deepen our capabilities across the digital transformation stack, and invest in technology, infrastructure and talent to help our clients navigate the enterprise technology landscape.

Our ambition is to go beyond adopting the next generation of technology. It is to help enterprises understand where technology can make a difference, implement it effectively and realise its full potential - bridging the gap between innovation and business value.

I extend my sincere gratitude to all our ROXians for their commitment and resilience, and to our shareholders, clients and partners for the trust and confidence they continue to place in us.

We move into the year ahead confident in our direction, committed to responsible growth and focused on building a stronger, more capable and future-ready ROX.

Warm regards,

Jim Rakesh
Managing Director
ROX Hi-Tech Limited

ABOUT US

Engineering the Edge of Intelligence

ROX Hi-Tech Limited (ROX) is a technology-driven organization delivering intelligent and connected technology solutions that enable businesses to navigate an increasingly digital and automated world. With "Edge to AI" at the core of its technology vision, the Company brings together edge computing, connected devices, data and artificial intelligence to create solutions that enable smarter, faster and more informed business outcomes.

FY 2026 marked an important milestone in ROX's growth journey, with the Company crossing ₹200 crore in revenue and strengthening its position as an emerging technology solutions provider. During the year, ROX continued to expand its capabilities across intelligent systems, automation, edge computing and AI-enabled solutions, while deepening its focus on innovation and customer-centric technology delivery.

The Company's growing portfolio, technology capabilities and expanding market opportunities provide a strong foundation for its next phase of growth. As businesses increasingly look to connect their physical environments with intelligent digital systems, ROX is positioned to build on its Edge to AI approach and create greater value for customers and stakeholders.

With a focus on innovation, agility and responsible growth, ROX continues to evolve from enabling connected technology at the edge to unlocking the possibilities of intelligence through AI.

Our Mission

To empower organizations across industries with reliable, optimized, and expert-driven technology solutions that enhance performance, agility, and growth.

Our Vision

ROX will be a world-class organization that enhances the quality of human life with Hi-Tech solutions that are sustainable to all the stakeholders.

The ROX Advantage

ROX's strength lies in bringing together technology depth, customer understanding, innovation and execution to help enterprises translate technology investments into meaningful business outcomes.

Technology Expertise

With deep expertise across enterprise technology, ROX brings the capabilities required to navigate complex technology environments and deliver solutions aligned with evolving business needs.

Customer-Centricity

ROX takes a business-first approach to technology, developing a strong understanding of each customer's priorities, challenges and growth ambitions to deliver solutions that create sustained value.

Innovation

ROX continuously embraces emerging technologies and new approaches to solving business challenges. Its focus is on moving beyond technology adoption to identifying opportunities where innovation can unlock greater efficiency, agility and growth.

Execution

ROX combines strategic thinking with disciplined execution to move engagements from vision to deployment and from deployment to outcomes. This ability to translate technology potential into tangible business value is central to its proposition.

Milestones Worth Celebrating

During FY 2026, ROX continued to strengthen its position as a technology-driven organization, with its capabilities and industry engagement recognised by notable industry platforms.

Stars of the Industry Awards 2025 - Best Corporate Social Responsibility Practices

ROX was honoured with the Best Corporate Social Responsibility Practices award at the Stars of the Industry Awards 2025. The recognition acknowledges the Company's commitment to responsible business practices and its focus on creating meaningful social impact. The award was presented on 19 December 2025 at Taj Mahal, New Delhi.

Best Employer Brand – Tamil Nadu

ROX was recognised as the Best Employer Brand – Tamil Nadu at the Employer Branding Awards 2025. The award recognises the Company's efforts towards building a strong employer brand and fostering an engaging and people-centric workplace. The award was presented on 5 December 2025 at Taj Club House, Chennai.

ROX THROUGH THE YEARS

Over two decades of building capabilities, expanding horizons and advancing from technology infrastructure to intelligent solutions.

Deepening Security Capabilities — Recognized as Cisco's Advanced Specialized Partner for Security.

2024

Entering the Capital Markets — Listed on the NSE Emerge platform.

2023

Advancing Technology Leadership — Earned Cisco's Advanced Specialized Partner status for Networking and implemented a $9.35 million data center project.

2021

Strengthening Digital Infrastructure — Completed its first SAP HANA migration and executed a $1 million+ data center engagement with a public sector client.

2020

Scaling SAP & Data Center Solutions — Secured its first SAP S/4HANA win and a million-dollar data center engagement with a prominent BFSI company .

2019

Expanding the Enterprise Portfolio — Partnered with SAP and secured a million-dollar data center engagement with a large infrastructure company

2018

Advancing with Cisco — Became a Cisco Premier Partner.

2016

Deepening Enterprise Capabilities — Became an IBM Gold Partner.

2015

Entering Security — Established its Security Practice.

2006

Expanding Technology Alliances — Joined the Lenovo Business Partner network.

2005

Building Partnerships — Became an IBM TruBlu and Cisco Registered Partner.

2003

The Beginning — ROX was incorporated.

2002

Global Footprint

Established subsidiaries across Singapore, the US, Denmark and Mauritius, while expanding its presence with a new 50-seater office in Tiruchirappalli SEZ.

Strategic Alliances

Strengthened its technology ecosystem through an Agentic AI alliance with SS&C Blue Prism, collaboration with IBM for Power VS cloud solutions, and partnerships with Google across Vertex AI, GWS and GCP.

Digital Transformation

- Onboarded three manufacturing organisations for digital transformation initiatives
- Delivered Agentic AI solutions for an EV manufacturer and an infrastructure company.
- Deployed GROW with SAP for a composite manufacturer.

Enterprise Solutions

Secured a ₹40 crore deal for the migration of a heavy workload for a utility client for SAP data center refresh

Operational Capabilities

Established its Network Operations Center as fully operational, with a few clients onboarded

2025

Expanding the ROX Ecosystem

₹200 Crore Milestone

Crossed ₹200 crore in annual turnover during FY2025–26, marking a significant milestone in ROX Hi-Tech's growth journey and reflecting the strength of its expanding technology capabilities and customer relationships.

Digital Transformation

- Secured a Digital Transformation project for a locomotive manufacturer.
- Implemented Go- live project for a heavy manufacturing client.

Technology Capabilities

Strengthened its Center of Excellence for Network Operations Center (NOC) capabilities while continuing to build expertise across data center, cybersecurity, automation and AI-driven solutions. The year also witnessed a stronger focus on enabling customers through AI - powered solutions.

Institutional Strength

- Invested in the modernisation of its infrastructure through the renovation and upgrade of its headquarters,
- Received Best employer Brand Award and
- Best corporate social responsibility practices from Confederation of Indian Industry (CII).

2026

Scaling Intelligent Growth

LEADERSHIP AND GOVERNANCE

ROX's growth is supported by a leadership team that brings together entrepreneurial vision, technology expertise, financial discipline, governance experience and industry insight. As the Company expands its capabilities across data center, cybersecurity, automation and AI, this breadth of experience provides the foundation for informed decision-making and responsible growth.

Board of Directors

A first-generation entrepreneur and the driving force behind ROX Hi-Tech, Jim Rakesh has shaped the Company's evolution from an IT solutions provider into a technology organisation with capabilities spanning data center, cybersecurity, automation and AI. His leadership combines entrepreneurial ambition with a strong focus on customer outcomes, technology-led growth and long-term organisational capability.

Jim Rakesh
Chairman & Managing Director | 25+ Years of Experience

Sukanya R oversees Finance, Human Resources and Administration, bringing a strong focus on financial discipline, operational processes and organisational effectiveness. Her role extends across both business and people priorities, supporting scalable growth while strengthening governance, workplace practices and institutional processes.

Sukanya R
Chief Financial Officer & Wholetime Director | 20+ Years of Experience

M M Senthil Kumar brings extensive techno-commercial experience in enterprise IT and systems integration. His expertise spans network security, data centers, collaborative platforms and industrial IoT, with experience in designing and deploying technology solutions for large global enterprises.

M M Senthil Kumar
Director | 20+ Years of Experience

A distinguished Army veteran with over 37 years of service, Major General H Dharmarajan brings extensive experience in strategic leadership, operations, crisis management and policy. His military and governance experience, including senior command and policy roles, strengthens the Board's strategic oversight and institutional leadership.

Hariharan Dharmarajan
Independent Director | 37+ Years of Experience

A Fellow of the Institute of Company Secretaries of India, Rajagopalan Alagar brings extensive experience in corporate secretarial practice, governance and board-level oversight. His long association with corporate governance and industry provides valuable perspective on institutional growth and responsible business management.

Rajagopalan Alagar
Independent Director | 30+ Years of Experience

A Fellow and Associate Member of the Institute of Chartered Accountants of India, Ethirajulu brings over three decades of experience across Finance, Accounts and Administration. His experience in financial management and Greenfield projects strengthens the Board's financial and operational oversight.

Ethirajulu
Independent Director | 35+ Years of Experience

Dr. Kenny Robert J is a Surgical Oncologist and Laparoscopic Cancer Surgeon with expertise in minimally invasive and advanced oncological procedures. His interest in healthcare automation and medical research brings a cross-industry perspective to the Board, particularly at the intersection of technology, automation and healthcare.

Kenny Robert
Non-Executive Director | 7+ Years of Experience

Key Management Personnel

Thenmozhi is an Associate Member of the Institute of Company Secretaries of India with over a decade of experience across legal, accounts and secretarial functions. She brings expertise in corporate governance, regulatory compliance and investor relations, supporting ROX's commitment to strong governance and transparent stakeholder engagement.

Thenmozhi
Company Secretary | 10+ Years of Experience

RESILIENCE IN ACTION

FY 2026 unfolded against a rapidly evolving technology and business environment. Geopolitical uncertainties, disruptions across global supply chains, constraints in memory availability and delays in IT and data centre shipments introduced additional complexity for technology companies. These conditions affected logistics networks, extended delivery timelines, increased freight and procurement costs, and added uncertainty to the planning and deployment of critical technology infrastructure.

For ROX, these developments coincided with a period of accelerating digital transformation. Customers continued to demand reliable infrastructure, uninterrupted operations and timely technology deployment, even as the external environment became more complex. The resulting pressures contributed to longer delivery cycles, higher inventory holding periods and elevated procurement costs for certain critical components, while also influencing project execution schedules and the timing of project revenues during the year.

Navigating Complexity

ROX responded by keeping execution closely aligned with changing customer requirements and operating conditions. Project priorities were assessed proactively, delivery plans were adapted where required, and teams maintained close coordination with customers, suppliers and logistics partners to navigate emerging constraints.

This approach enabled the Company to remain focused on continuity and customer outcomes while responding to circumstances that were often beyond its direct control.

Resilience in Action

Anticipate
Identifying emerging business needs, technology trends, and potential challenges to enable informed and proactive decision-making.

Collaborate
Building strong stakeholder alignment through continuous engagement with customers, suppliers, logistics partners, and internal functions.

Adapt
Adapting priorities and execution strategies to navigate changing conditions and deliver consistent results.

Deliver
Maintaining focus on business outcomes and continuity across critical technology engagements.

Resilience in Diversity

ROX's resilience is strengthened by the diversity of the environments in which it operates. Across Enterprise IT Infrastructure, Enterprise Application Management, Intelligent Automation, Cybersecurity and End-User Computing, the Company works with customers navigating different business priorities, technology landscapes and stages of transformation.

This breadth of capabilities allows ROX to approach customer challenges from multiple perspectives and bring interconnected solutions together where requirements extend beyond a single technology domain. It also enables the Company to remain responsive as enterprise priorities evolve, from infrastructure modernization and application transformation to cybersecurity, automation and the adoption of AI.

Execution that Endures

Resilience was reflected in the continued progress of critical customer engagements during the year, including complex infrastructure migrations and digital transformation initiatives across sectors.

Such engagements require more than technology expertise. They involve multiple stakeholders, interconnected systems, evolving requirements and careful coordination across the delivery lifecycle. ROX's ability to maintain execution discipline while adapting to changing circumstances helped sustain momentum across these engagements.

The experience reinforced an important aspect of ROX's operating approach: resilience is not simply the ability to withstand disruption, but the ability to continue moving forward while circumstances evolve.

Turning Complexity into Opportunity

Resilience also contributed to sustaining business momentum and the creation of strategic opportunities during the year.

ROX secured significant transformation opportunities with leading enterprises, including a strategic SAP S/4HANA Private Cloud transformation engagement with a leading locomotive manufacturer. The engagement was developed through a consultative process involving solution workshops, business discussions and SAP advisory sessions, enabling ROX to align the proposed transformation with the customer's operational priorities and long-term technology objectives.

Beyond the immediate engagement, the opportunity strengthened ROX's transformation portfolio and opened avenues to build broader relationships across analytics, automation, artificial intelligence, integrations and managed services.

This ability to convert complex customer requirements into strategic opportunities represents another dimension of ROX's resilience. The Company's response to a changing environment has not been limited to navigating disruption; it has also involved identifying emerging needs, adapting capabilities and positioning itself for the next phase of enterprise technology transformation.

Resilience Redefined

FY 2026 strengthened ROX's understanding of resilience as an enduring organisational capability, built on agility, customer collaboration, execution discipline, technology expertise and continuous adaptation.

The Company's ability to sustain delivery while continuing to develop strategic opportunities demonstrates the value of this approach. It reflects an organisation that can respond to uncertainty without losing sight of its purpose, its customers or its long-term direction.

As ROX advances its journey from Edge to AI, this execution resilience will remain central to its ambition of helping enterprises navigate increasing complexity, embrace emerging technologies and create sustained value.

The ROX Approach to Resilience

Agility
Responding decisively as business and technology conditions evolve.

Collaboration
Working alongside customers and partners to navigate complexity.

Execution
Maintaining delivery discipline and focus on outcomes.

Diversity
Drawing on interconnected capabilities across the technology landscape.

Adaptation
Evolving solutions and capabilities in step with changing customer needs.

Momentum
Turning uncertainty into opportunities for transformation and long-term value.

SOLUTIONS:
FROM EDGE TO AI

ROX's solutions are built around a connected technology ecosystem spanning the infrastructure, applications, networks, devices and intelligent automation that enterprises depend on to operate, transform and grow.

- **01** Intelligent Automation
- **02** Enterprise Application Management
- **03** Enterprise IT Infrastructure
- **04** Network and Cybersecurity solutions
- **05** Intelligent workspace

The Company's solution portfolio addresses the evolving technology needs of enterprises across applications, infrastructure, connectivity, security, end-user environments and automation. During the year, ROX continued to work with clients across industries and geographies, supporting technology modernisation, operational efficiency, infrastructure resilience and the adoption of emerging digital capabilities.

01 Intelligent Automation

The Intelligent Automation practice helps enterprises transform repetitive and process-intensive activities into streamlined, technology-enabled workflows. By combining Robotic Process Automation (RPA), Artificial Intelligence (AI) and smart workflows, the Company enables organizations to automate processes while integrating with their existing technology environments.

The practice follows a three-stage engagement model designed to take clients from identifying opportunities to achieving sustained value:

Consult

Assessing existing processes, identifying automation opportunities and developing a roadmap aligned with business priorities.

Implement

Designing, developing, deploying and integrating automation solutions into live environments, supported by documentation and implementation governance.

Optimize

Monitoring performance, tracking KPIs and continuously refining workflows to improve efficiency, scalability and return on investment.

The practice follows a three-stage engagement model designed to take clients from identifying opportunities to achieving sustained value:

Digital Workers

Software-based workers designed to execute repetitive, rule-based and cognitive tasks across business processes.

Business Process Management

Delivered through the Company's Chorus BPM suite, enabling organisations to orchestrate processes and automation capabilities through a unified operating layer.

Agentic Process Automation

Combining automation, AI and intelligent agents to enable greater autonomy within business processes and support more informed decision-making.

The practice is supported by a team of nine Blue Prism-certified professionals and has 15+ live automations in production, demonstrating the Company's ability to take automation solutions from design through to operational deployment. These implementations have typically delivered 25–40% operational cost reduction and enabled 3–5 times faster execution compared with manual processes, translating automation into measurable business outcomes.

ROX's automation capabilities are further strengthened by its strategic partnership with Blue Prism, certified architects and developers, and cross-disciplinary expertise spanning RPA, AI and BPM. The Company serves more than 300 enterprise clients across four continents, reflecting its experience in deploying automation solutions across diverse business environments.

As automation evolves towards greater autonomy, ROX is building its capabilities for the next phase of intelligent operations. Every member of the Automation team has completed WorkHQ training, strengthening the practice's readiness to deploy governed, AI-agent-led automation.

The Company is actively preparing to bring WorkHQ-orchestrated AI agents into upcoming client engagements, extending the discipline and governance established through its Digital Worker deployments to more adaptive, context-aware and judgement-driven work.

Through this progression from Digital Workers and process orchestration to Agentic AI, ROX is advancing its automation capabilities from simply executing tasks to enabling intelligent systems that can understand context, adapt to exceptions and act with greater autonomy.

Business Transformation – Case Studies

Across organizations, capable teams can find themselves constrained by processes that were not designed for the scale, complexity or pace of today's business environment. Manual spreadsheets can become repositories of institutional knowledge, reconciliations may depend on individual expertise, and critical reports can require significant effort to produce accurately and on time. ROX's Business Transformation practice focuses on addressing these operational challenges through intelligent automation and technology-led process improvement. The objective is not technology for its own sake, but the precise application of technology to simplify complex processes, improve consistency and enable skilled teams to focus on higher-value activities.

The case studies presented in this section demonstrate this approach through solutions implemented within finance, operations and risk functions. Each case study highlights a specific operational challenge, the solution developed to address it, and the resulting impact on process efficiency, consistency and control.

These implementations reflect ROX's approach to business transformation: combining process understanding, intelligent automation and domain-specific business rules to create reliable solutions that operate within the realities of day-to-day business.

Case Study 1

From an 18-Hour Monthly Scramble to an Audit-Ready Digital Routine

How a Blue Prism Digital Worker automated end-to-end monthly bank loan reconciliation and interest computation across five loan types and multiple banking relationships.

At a Glance

18 hours

of Manual effort per month, before automation

5

Loan types reconciled — CC, WCDL, ECGL, GECL and TL

1

Digital Worker managing the full monthly cycle

Monthly

Reconciliation and interest computation cycle

The Challenge

The organization's monthly financial close required accurate reconciliation of its debt portfolio across multiple loan types and banking partners. Each bank followed different statement formats and transaction descriptions, making the process complex and time-consuming.

The process involved extracting ledger and trial balance data from Microsoft Dynamics 365 Business Central, reviewing bank statements, determining the status of each loan, and calculating interest based on the type of loan.

Partially closed loans required additional calculations, as principal and interest had to be separated and recalculated for different periods within the month.

With no standard process across banks, the reconciliation relied heavily on the expertise of a finance specialist familiar with each bank's statement formats and transaction details. The work also had to be completed within a tight month-end timeline, adding to the pressure on the finance team.

The Solution

Start

ERP Data Extraction
Trial Balance and Ledgers
from Business Central

Loan Status
Classification Open /
Closed / Partial (WCDL)

CC Utilization
Daily Balance
Convention Check

Interest Computation
by Loan Type

CC · WCDL
ECGL · GCL
TL / EMI

Annualized and cross verified

Consolidation
Weighted Average Interest
by Loan Type and Bank

Deviation Reporting
Realized vs. Sanctioned ROI
Flagged by Deviation Tier

End

The Digital Worker retrieves loan ledger and trial balance data from the ERP, interprets transaction narrations to determine loan status, and applies predefined business rules to calculate principal utilisation and interest based on the relevant loan type.

Reading Every Loan the Way a Specialist Would

The Digital Worker begins by extracting trial balance and ledger data directly from the ERP for the reporting month. It maps bank accounts to their corresponding general ledger codes, including cases where a single account is associated with multiple ledgers.

For revolving facilities (WCDL), transaction narrations are assessed against a defined keyword set to classify each loan as open, closed or partially closed. This classification determines the appropriate treatment of utilisation days and interest across the reporting period.

For cash credit facilities, the Digital Worker reads daily closing balances from bank statements and applies each bank's specific sign convention to identify utilisation days. Where a date contains no transaction, the preceding balance is carried forward.

The solution then calculates average monthly utilisation, identifies the corresponding interest figure from the statement description and annualises the effective interest rate. For WCDL facilities, interest is calculated using ERP ledger data and the same status-based day-apportionment logic. For ECGL, GECL and term loans, interest is derived from trial balance and ledger data and cross-verified against principal and tenor.

The results are consolidated into a standardised working file. The Digital Worker calculates weighted average interest rates by loan type and banking relationship, providing finance teams with a consolidated view of the cost of working capital and term debt.

Realised interest rates are compared against sanctioned rates, with deviations automatically highlighted based on defined severity thresholds. A ranked summary is then generated to provide stakeholders with an audit-ready view of the monthly reconciliation.

The Impact

The automated solution replaces a fully manual, spreadsheet-based exercise with a consistent, rule-driven monthly process. It improves the consistency of interest calculations, reduces manual processing requirements and provides finance stakeholders with a consolidated, deviation-flagged view of realised interest rates against sanctioned terms.

Before Automation	After Automation
Manual extraction of loan and interest data from ERP ledgers for each account	Automated retrieval and structured collection of ledger and trial balance data
Manual classification of loan status (open, closed, partially closed) from narrations	Keyword-driven classification applied consistently across all loan types
Interest and utilization calculated separately for each loan type by hand	Standardized, formula-driven interest computation across CC, WCDL, ECGL, GECL, and TL loans
Weighted average interest rates consolidated manually across banks and loan types	Automated consolidation, weighting, and aggregation by bank and loan type
Deviations from sanctioned interest rates identified through manual review	Deviation thresholds automatically flagged for review
Process took approximately 18 hours per monthly execution	Significant reduction in manual processing time per cycle

Technologies Used

Component	Technology
Intelligent Automation	Blue Prism Digital Worker
ERP System	Microsoft Dynamics 365 Business Central
Data Processing & Calculations	Microsoft Excel
Source Documents	Bank Statements and ERP Ledger Exports (Excel)
Reference Data	SharePoint (Sanctioned ROI and Reconciliation Templates)
Business Rules	Loan Status Classification, Interest Computation, Weighted Averaging

Looking Ahead

The solution establishes a standardised approach to loan status classification and interest computation across cash credit, working capital demand loans, emergency credit line facilities and term loans. By applying consistent, rule-based logic, the organization can generate a standardized monthly output irrespective of the banking relationship or loan type involved.

The solution is also structured to accommodate additional banking relationships and loan types as the organization's debt portfolio evolves, supporting a scalable approach to working capital and term loan reconciliation.

Case Study 2

Reading Every Policy, Whatever the Format: Agentic AI Meets Blue Prism

An AI Agent reads and extracts information from policy documents across more than 30 insurance providers, while a Blue Prism Digital Worker validates the data and completes the renewal process in the ERP.

At a Glance

30+

Insurance providers with different document formats

95%

Field-level extraction accuracy in production

Reduced

per-policy processing time from ~15 to ~7.5 min

20–50

Standard policies processed per month

The Challenge

Insurance policy renewals involve large volumes of documents from more than 30 insurance providers, each using different formats and layouts. Each policy must be reviewed, validated and renewed in the ERP before its expiry date.

Previously, employees manually extracted key information such as policy numbers, premium values and expiry dates from PDF documents before locating the corresponding records in the ERP.

The variation in document formats made standardised extraction difficult, while manual data entry increased the risk of errors. Delays could also increase the risk of policies reaching expiry before the renewal process was completed. Composite (CPM) policies, which cover multiple assets under a single policy, added further complexity to the process.

The Solution

The solution combines Agentic AI with a Blue Prism Digital Worker, with each technology supporting a specific part of the renewal process.

The Blue Prism Digital Worker identifies policies approaching expiry in the ERP and sends notifications to relevant stakeholders. When policy documents are received, the AI Agent reads and interprets the PDFs using contextual understanding, extracting policy, asset and coverage information across different insurer formats without relying on fixed templates.

Where confidence in a field is low, the solution can refer to the asset's previous policy information for additional validation. The extracted data is then passed to the Blue Prism Digital Worker, which validates the information against defined business rules, updates the ERP, performs the required financial calculations and completes the renewal process.

Expected Benefits

The solution is designed to deliver measurable improvements across five areas:

Category	Efficiency	Accuracy	Format Flexibility	Compliance	Scalability
Impact	Reduces targeted per-policy processing time from approximately 15 minutes to 7.5 minutes	Achieves 95% field-level extraction accuracy, with low-confidence fields cross-checked against previous policy data	Enables consistent processing across 30+ insurance providers without insurer-specific templates	Reduces the risk of policy lapses through automated expiry monitoring and stakeholder alerts	Supports both standard policies and CPM multi-asset policies

Key Technologies and Tools

Agentic AI (LLM)
Enables intelligent document understanding and context-aware extraction across different policy formats.

Blue Prism Digital Worker
Handles ERP interactions, rule-based validation and financial calculations.

Microsoft Dynamics 365 Business Central
Serves as the core system of record for policy and asset information.

Automated Notifications
Triggers email alerts for upcoming policy expiries and processing exceptions.

Implementation Roadmap

The implementation follows five phases:

1. **Discovery**
Process study, stakeholder discussions and requirements gathering.
2. **Development**
AI Agent development for document extraction, business rule design and Digital Worker development for ERP interaction.
3. **UAT & Pilot**
Controlled testing using sample policies from multiple insurers, followed by feedback and refinements.
4. **Rollout**
Production deployment, exception-handling framework and stakeholder training.
5. **Monitoring**
Live performance monitoring, reporting and continuous enhancement based on results.

Measuring Success

The solution's performance is measured against defined operational metrics, including:

- 95% field-level extraction accuracy in production
- Targeted reduction in per-policy processing time from approximately 15 minutes to 7.5 minutes
- Processing of approximately 20–50 standard policies per month
- Support for CPM cycles occurring two to three times annually, generating approximately 50–90 individual policy cards

A very low proportion of cases requiring manual review following automation

02 Enterprise Application Management

ROX empowers enterprises to transform their business operations through the successful implementation of intelligent ERP solutions. The Company's approach focuses on enabling integrated, standardized, and scalable processes that connect people, functions, and data across the organization. From process transformation to adoption and continuous optimization, ROX helps businesses build a strong digital foundation that improves operational efficiency, enhances decision-making, and supports sustainable growth. Through intelligent ERP, ROX enables organizations to adapt with agility, respond effectively to changing market demands, and create greater value for their customers and stakeholders.

Key Capabilities

- Certified Specialist who bring strategic insights, deep domain knowledge and execution excellence
- Accelerated timelines in executing a private cloud projects
- Change management in mindset towards Fit to standard public cloud projects
- Business AI Platforms for New application Development and integration
- Unified Business data to connect, manage, model and analyze.

The Company has 30+ customers, 100+ certified consultants, and 10+ Digital transformation Projects across 5 Countries of operation.

What sets ROX apart

- Vision to value approach
- North star Architecture
- Connecting the meta model of an organization before initiating the transformation.
- Assisted AI and Agents
- KPI based Real-time dashboards

Case Study

From Complexity to Control: ERP Transformation in Heavy Machinery Manufacturing:

The project involved the implementation of Enterprise Application Management for a leading global manufacturer of construction machinery and equipment, with the objective of standardising and integrating critical business processes across the Design-to-Operate, Procure-to-Pay, and Order-to-Cash value chains, while addressing India-specific statutory and operational requirements.

The workstream covered the end-to-end financial management cycle including financial reporting and India Specific capabilities included e-invoicing, withholding tax, electronic bank statements, payment file generation, and bank integration, enabling greater compliance, control, and process efficiency.

We further strengthened the organisation's sourcing, procurement, inventory processes, domestic, overseas and intercompany procurement, and customs duty handling.

Production planning and operations deployed including production order management, discrete manufacturing, WMS integration, execution, and component reuse from dismantled machines.

Enhanced the order-to-delivery lifecycle across machine and spare-parts sales, including Sales BOM management, overseas deliveries, customer returns, demonstration deliveries, logistics cost management, and CRM integration.

Together, these integrated workstreams enabled greater process standardisation, operational visibility, compliance, and efficiency across the business.

03 Enterprise IT Infrastructure

As enterprises accelerate their adoption of artificial intelligence, cloud and data-intensive applications, the infrastructure supporting these environments is undergoing a fundamental transformation. Computing is moving from CPU-centric architectures to GPU and accelerator-led platforms; conventional air cooling is giving way to liquid cooling; network speeds are moving towards 400G and 800G; and manual infrastructure management is evolving into intelligent, automated operations.

ROX is enabling this transition by helping enterprises build, modernise, secure and manage infrastructure that is intelligent, resilient, scalable and sustainable. Its Enterprise IT Infrastructure practice brings together capabilities across AI and accelerated computing, high-density data centers, AI-optimised networking, hybrid and multi-cloud environments, cyber resilience, sustainable infrastructure and intelligent operations.

ROX's capabilities are aligned with this evolution:

Traditional Data Center	AI-Ready Data Center
CPU-centric computing	GPU / accelerator-centric computing
Air cooling	Liquid cooling
10G / 25G / 100G networking	400G / 800G high-bandwidth networking
Manual operations	AIOps / intelligent automation
PUE-focused efficiency	Performance per watt/sustainability by design
Static workloads	Dynamic AI & data workloads

This shift is more than about deploying newer technologies. It requires an integrated infrastructure architecture in which compute, cooling, networking, storage, power, security and operations work together. ROX brings these elements together to help enterprises establish the foundation required for the next generation of AI, cloud and enterprise computing.

A portfolio designed for the next generation

ROX's infrastructure capabilities span the critical technology and operational layers required to support modern enterprise environments.

AI & Accelerated Computing

The Company enables organisations to adopt accelerated computing environments through GPU and AI infrastructure, AI training and inference platforms, HPC and rack-scale systems, and AI-ready private cloud environments. These capabilities provide the computing foundation for increasingly sophisticated AI and data workloads.

High-Density & Liquid-Cooled Data Centers

As AI workloads drive higher compute density, thermal management becomes an increasingly critical component of data center design. ROX supports direct-to-chip, rear-door and immersion cooling, alongside high-density AI racks, thermal management and energy and water optimisation. This enables infrastructure to accommodate demanding workloads while maintaining a focus on efficiency.

AI-Optimized Networking

High-performance computing requires equally capable connectivity. ROX's networking capabilities include 400G and 800G Ethernet, AI Data center fabrics, Cisco Nexus, SDN and SD-WAN, complemented by Zero Trust networking and network observability. These capabilities are designed to support high-throughput, low-latency environments in which data needs to move rapidly and securely across the infrastructure.

Hybrid & Multi-Cloud Integration

As enterprises operate across increasingly distributed technology environments, ROX supports hybrid and multi-cloud architectures spanning AWS, Microsoft Azure and Google Cloud. Its capabilities cover cloud migration and modernisation, hybrid cloud architecture and cloud-native services, helping organisations align their infrastructure environments with evolving business and technology requirements.

Cyber Resilience & Security

Security and resilience are embedded into the infrastructure architecture. ROX's capabilities encompass Zero Trust architecture, threat intelligence and SIEM, ransomware protection, immutable backup, disaster recovery and governance, helping enterprises strengthen protection while maintaining business continuity.

Energy & Sustainable Infrastructure

Infrastructure performance is increasingly being evaluated not only by computing capacity, but also by its resource efficiency. ROX incorporates high-efficiency power systems, performance-per-watt considerations, renewable energy integration, and water-efficient and carbon-aware operations into its infrastructure approach.

Intelligent Operations

With infrastructure becoming more complex, intelligent operations are critical to maintaining performance and availability. ROX provides 24×7 NOC and SOC services, predictive analytics and monitoring, infrastructure observability, automation, data center infrastructure management (DCIM) and capacity planning. These capabilities enable a shift from reactive infrastructure management towards proactive, insight-led operations.

Engineering the AI Data Center Foundation

Five interconnected foundations underpin ROX's AI-ready infrastructure proposition.

AI Compute	Liquid Cooling	AI Networking	Data & Storage	Data Center Engineering
GPU servers, rack-scale systems and HPC environments designed to support AI workloads.	Direct-to-chip, rear-door and immersion cooling technologies for high-density computing environments.	400G/800G connectivity designed for low latency and high throughput across AI data-center environments.	High-performance, all-flash/NVMe storage and data protection capabilities to support demanding data workloads.	Integrated expertise across power, cooling, racks, capacity, compliance and high availability.

Together, these capabilities address the physical, technological and operational requirements of AI-ready environments. The Company's data center engineering capabilities extend across power architecture, rack and thermal design, capacity planning and high availability, enabling infrastructure to be designed around the requirements of each environment rather than treated as a collection of individual technology components.

Resilience and intelligence by design

ROX approaches enterprise infrastructure with resilience and intelligent operations embedded from the outset. Its strategic capabilities bring together three complementary areas:

Data Center Engineering
- Power architecture
- Rack and thermal design
- Capacity planning
- High availability

Security & Resilience
- Zero Trust
- Cyber resilience
- Immutable backup
- Disaster recovery and business continuity

Intelligent Operations
- AIOps
- Observability
- Predictive monitoring
- Automation

This integrated approach helps enterprises build infrastructure that is not only capable of supporting today's workloads, but can adapt as computing requirements, data volumes and technology environments evolve.

From consultation to continuous optimization

ROX's role extends beyond infrastructure deployment. The Company brings an end-to-end capability across the infrastructure lifecycle, connecting business objectives with architecture, technology integration, implementation, security and ongoing optimization.

Consult
Understand business goals and translate them into infrastructure requirements.

Design
Develop the solution architecture required to support performance, scalability and resilience.

Integrate
Bring together the relevant technologies and infrastructure components into a cohesive environment.

Deploy
Execute implementation and migration with a focus on operational continuity.

Secure
Protect the environment and strengthen resilience through security, backup and business continuity capabilities.

Manage
Operate and monitor infrastructure around the clock, supported by AIOps and intelligent operations.

Optimize
Continuously improve infrastructure performance, efficiency and capacity as business requirements evolve.

This lifecycle approach enables ROX to serve as a long-term infrastructure partner rather than a point-in-time technology provider.

Built on a strong technology ecosystem

ROX's infrastructure capabilities are supported by a multi-OEM technology ecosystem, enabling the Company to bring together best-of-breed technologies across the infrastructure landscape. Its ecosystem includes Lenovo, Cisco, NVIDIA, IBM, Microsoft, AWS and Google Cloud, among others.

The breadth of this ecosystem allows ROX to align technology choices with specific customer requirements across compute, networking, cloud, storage, security and data center environments.

Why ROX

Multi-OEM Expertise

best-of-breed technologies across the ecosystem.

AI-Led Operations

intelligent automation designed to drive greater efficiency and agility.

Proven Delivery

a track record of successful large-scale deployments.

Sustainability Focus

green IT practices focused on building a more resource-efficient tomorrow.

Resilient by Design

infrastructure designed around uptime, security and business continuity.

Ready for what comes next

The evolution of enterprise infrastructure is no longer defined simply by higher computing capacity. It is about creating environments that can compute faster, connect intelligently, operate autonomously, withstand disruption and use resources more efficiently.

With capabilities spanning AI compute, advanced cooling, high-speed networking, hybrid cloud, cybersecurity, sustainable infrastructure and AIOps, ROX is building an integrated infrastructure proposition for this new era of enterprise technology.

From edge to cloud, and from traditional infrastructure to AI-ready environments, ROX is helping enterprises build the technology foundation for what comes next.

Case Study

Disaster Recovery Implementation for a Utility client

ROX successfully implemented a comprehensive SAP Disaster Recovery (DR) environment for a Public Sector utility company, helping strengthen business continuity, system availability and recoverability in the event of a disruption at the primary site. The engagement was architected through stakeholder consultations and site surveys, with a focus on availability, scalability, security and operational resilience.

The solution covered the complete DR technology stack, including IBM Power infrastructure with PowerVM, dual VIOS, SAN connectivity, IBM FlashSystem 5300 storage, Cisco servers, SUSE Linux for SAP and SAP application environments. The SAP landscape included SAP Solution Manager, SAP BW, SAP MaxDB/Content Server and SAP ECC with HANA, together with the required configuration and operational procedures.

A key part of the engagement was the successful execution and validation of CMS and ECC DR drills, covering HANA system replication, database recovery, application start-up and restoration of replication following the drill. The DR environment was fully validated, documented and formally handed over to the customer, establishing a resilient foundation for critical SAP operations and improved enterprise preparedness.

04 Network and cybersecurity solutions

ROX helps organizations strengthen their digital resilience through integrated network and cybersecurity solutions. By bringing together leading security technologies across network, endpoint, identity, cloud, application, email and data environments, ROX enables a connected approach to enterprise security.

Its 360° Security Enablement approach brings technology, platforms, processes and security operations together to deliver greater visibility, stronger protection and faster response across the enterprise.

Key Capabilities and Offerings

- AI-Ready Enterprise Networks designed to deliver intelligent traffic management, enhanced visibility and optimised user experiences through AI-driven analytics, real-time network insights and proactive network management.
- Software-Defined Networking and SD-WAN enabling centralised network control, secure branch connectivity, application-aware routing and improved operational agility across distributed enterprise environments.
- Advanced Wireless Infrastructure leveraging next-generation Wi-Fi technologies to provide secure, high-performance and scalable connectivity for modern workplaces and data-intensive applications.
- Network Automation and AIOps using Cisco Catalyst Center and advanced automation frameworks to streamline provisioning, simplify network operations, accelerate issue resolution and enable predictive network management.
- Security Integration and Architecture providing end-to-end security architecture, design and implementation across network, cloud, endpoint and identity environments, integrating multiple OEM platforms into a unified security ecosystem. The capability also encompasses security assessments, solution engineering and technology transformation.
- Network, Zero Trust and Secure Access securing hybrid and distributed environments through next-generation firewalls, SASE, ZTNA and NAC, supported by network segmentation, secure access architectures and identity-aware, policy-based controls.
- Endpoint and Threat Protection strengthening security across users, devices and workloads through EDR/XDR deployment and integration, endpoint hardening, threat prevention and automated detection and response.
- SOC, SIEM and Security Operations enabling continuous monitoring and faster response through SIEM implementation, SOC/NOC monitoring, threat detection and correlation, incident investigation and SOAR-led automation.
- Cloud and Application Security supporting secure cloud transformation across AWS, Azure and OCI environments through cloud workload protection, application and API security, vulnerability management and hybrid-cloud security architecture.
- Email, DNS and Data Security protecting critical digital assets through email security, anti-phishing, DNS and web security, data protection and DLP solutions.

Strategic Impact

- Stronger resilience and business continuity through intelligent, secure and highly available network and security infrastructure.
- Improved operational efficiency through automation, centralised management, proactive monitoring and reduced manual intervention.
- Enhanced cybersecurity posture through integrated security controls, Zero Trust principles, identity-aware access and continuous threat monitoring.
- Greater visibility across the IT environment through integrated network, endpoint, cloud and security monitoring.
- Accelerated digital and cloud transformation through scalable, secure and future-ready network and cybersecurity architectures.

Case Study 1

Securing a Large-Scale Digital Education Campus

ROX leveraged its Network Security and managed services capabilities to help a leading educational campus strengthen and secure its digital infrastructure for 25,000+ students, faculty and users. The engagement focused on supporting learning, administration, collaboration and day-to-day campus operations while maintaining a seamless user experience and reliable connectivity across a large and diverse user population.

The solution addressed the need to secure high-volume campus internet and network traffic, manage secure access for 25,000+ users, improve visibility into network and security activities, establish centralized logging and monitoring, and implement a scalable authentication mechanism for Wi-Fi access. It also reduced dependency on traditional captive-portal-based access while ensuring continuous management and operational support.

The campus environment was transformed into a centrally managed, identity-driven and continuously monitored digital infrastructure. Centralised security controls were implemented to protect campus traffic and digital resources, while authenticated, identity-based Wi-Fi access provided a smoother user experience alongside stronger accountability and access control. Centralized security and network log collection and monitoring improved visibility and enabled faster identification of issues and threats. ROX's Network Security team continuously manages, monitors and optimizes the environment to maintain security, availability and operational efficiency.

At a Glance

25,000+
Students, faculty and users supported

Secure
Campus infrastructure and centralized security controls

Identity-based
Wi-Fi authentication and access control

Centralized
Security and network logging and monitoring

Continuous
Security management and operational support

The engagement delivered a more secure, resilient and governed digital campus. By combining identity-based access, centralized visibility, continuous monitoring and operational management, the organization strengthened security and access governance while enabling students, faculty and staff to connect, collaborate and learn with confidence.

Transformation Impact

From a high-volume educational network to a secure, identity-driven and intelligently monitored digital campus enabling students, faculty and staff to connect, collaborate and learn with confidence.

Case Study 2

Centralizing Network Operations Across a Multi-Factory Enterprise

ROX leveraged its NOC and Network Managed Services capabilities to help a leading manufacturing organization establish a centralized and reliable model for managing its distributed network infrastructure across five factories in India. The engagement focused on delivering continuous network visibility, proactive monitoring, faster incident resolution and standardized network operations, while supporting uninterrupted connectivity for critical business and manufacturing operations.

The engagement addressed the challenges of managing network infrastructure across five geographically distributed factories, maintaining consistent network performance and availability, establishing centralized monitoring and visibility, and enabling faster identification and resolution of network incidents. It also focused on proactively identifying network performance issues, reducing dependency on site-level network resources and supporting business continuity through reliable network operations.

The solution established a centralized NOC-led Network Managed Services model to monitor, manage and support the network infrastructure across all five factories. ROX's NOC serves as a central command center, providing centralized visibility and operational control across the distributed network environment.

Continuous monitoring of network availability, performance, connectivity and critical infrastructure enables potential issues to be identified at an early stage. The ROX team provides remote network administration, troubleshooting, incident management and operational support across all locations, while network events and performance trends are continuously monitored to proactively identify issues and minimize potential business impact.

Standardized processes for monitoring, incident handling, escalation and reporting establish consistent network operations across all five factories. Network incidents are detected, analyzed, prioritized and managed through the NOC, with escalation to the appropriate teams when required.

At a Glance

5
Manufacturing factories supported through one centralized network operations model

Centralized
NOC providing unified operational visibility and control

24×7
Monitoring of network availability, performance, connectivity and critical infrastructure

Remote
Network administration, troubleshooting, incident management and operational support

Proactive
Network management to identify potential service-impacting issues early

Standardized
Monitoring, incident handling, escalation and reporting processes

Reduced
Dependency on routine on-site technical intervention

The engagement enabled a unified operational view of network health and performance, supported early identification of network events and potential service-impacting issues, and enabled faster centralized incident detection, troubleshooting and escalation.

By moving from five geographically distributed network environments to one centrally monitored, proactively managed and operationally governed network, the organization strengthened consistency across locations and supported reliable network connectivity for critical manufacturing and business operations.

Transformation Impact

From five geographically distributed network environments to one centrally monitored, proactively managed and operationally governed network, delivered through a unified NOC.

05 Intelligent Workspace

The Intelligent Workspace represents the critical point at which enterprise technology connects with employees, enabling them to work securely, efficiently and seamlessly across office, remote and hybrid environments. ROX addresses this important technology layer through its Lenovo-powered portfolio of desktops, laptops and high-performance workstations, complemented by comprehensive end-to-end device lifecycle services.

Our Intelligent Workspace practice is built around five key priorities:

Enterprise-Grade Security

Devices incorporate advanced security capabilities, including Trusted Platform Modules (TPM), biometric authentication and encryption, helping protect endpoints and enterprise data.

Seamless Connectivity

Modern connectivity capabilities, including Wi-Fi 6/6E, Bluetooth and optional 5G, support the evolving needs of mobile, remote and hybrid workforces.

Simplified Manageability

Integration with enterprise endpoint management platforms such as Microsoft Endpoint Manager and VMware Workspace ONE enables organisations to efficiently manage, monitor and support their device environments.

Durability and Compliance

The portfolio includes devices designed and tested to meet recognised durability standards and applicable regulatory and compliance requirements.

High-Performance Computing

Advanced workstation configurations featuring dedicated GPUs, multi-core processors and sophisticated cooling capabilities support demanding workloads, including 3D modelling, video production, engineering applications and data-intensive analytics.

ROX's offering extends beyond device procurement to encompass the complete endpoint lifecycle. Our services span strategic planning, procurement, deployment, configuration, maintenance, support, asset recovery and technology refresh, enabling organisations to manage their endpoint environments more efficiently and effectively.

Endpoint security is further strengthened through capabilities such as Secure Boot, measured boot, encryption, Data Loss Prevention (DLP) and Endpoint Detection and Response (EDR). Responsible device lifecycle management is supported through secure asset recovery and data sanitisation practices, including alignment with recognised standards such as NIST SP 800-88.

Through its Intelligent Workspace capabilities, ROX enables enterprises to build secure, manageable and high-performing digital work environments that empower employees and support the evolving demands of the modern workplace.

One Connected Technology Ecosystem

The strength of ROX's solutions portfolio lies not only in the breadth of its individual capabilities, but in how these capabilities work together.

Intelligent Automation connects processes with AI and automation. Enterprise Application Management connects business workflows, applications and data. Enterprise IT Infrastructure provides the compute, storage, cloud and resilience foundation required to run them. Network and Cybersecurity, connects and protects users, systems, locations and workloads. End-User Computing extends this ecosystem to the people and devices at the edge.

Together, these capabilities create a technology continuum that extends from edge to infrastructure, from applications to automation, and from data to AI.

This integrated model enables ROX Hi-Tech to support enterprises not just in deploying technology, but in connecting technology investments to broader business objectives. It provides clients with the flexibility to modernise incrementally, integrate existing environments and adopt emerging technologies while maintaining security, resilience and operational continuity.

Supported by more than two decades of delivery experience, ISO 9001:2015-certified processes and strategic technology partnerships across platforms including SAP, Blue Prism, Cisco and Lenovo, ROX Hi-Tech continues to strengthen its position as an end-to-end technology partner helping enterprises move from the edge to AI and from technology deployment to business value.

SERVICES: FROM DEPLOYMENT TO CONTINUITY

ROX's services extend across the technology lifecycle, from implementation and infrastructure management to monitoring, support, security, recovery and ongoing optimization. These capabilities complement the Company's solutions portfolio by providing the operational expertise required to keep enterprise technology environments secure, available and performing effectively. The Company's services span cybersecurity, network and infrastructure monitoring, cloud management, IT support, data protection, communications, process automation and SAP managed services. Together, they enable clients to manage complex technology environments while maintaining operational efficiency and scalability.

01 Cybersecurity Services

ROX's cybersecurity services help organizations strengthen protection across their technology environments through a combination of advanced monitoring, proactive risk assessment, network security and compliance support. The focus is on identifying vulnerabilities early, responding to emerging threats and maintaining appropriate controls as technology environments evolve.

Key capabilities include:

Real-Time Threat Monitoring and Incident Response

Continuous monitoring of networks and systems, early identification of suspicious activity and rapid incident response to contain and resolve threats.

Risk Mitigation and Vulnerability Assessments

Assessment of vulnerabilities and security gaps, supported by risk analysis and mitigation strategies.

Firewall Management and Network Security

Configuration and maintenance of firewall environments, traffic control and protection against unauthorised access.

Compliance Support and Data Protection

Support for regulatory and security requirements, including data protection requirements under GDPR and HIPAA and alignment with cybersecurity framework such as NIST, alongside ongoing validation of data protection controls.

The Company's cybersecurity services are supported by a team of certified professionals, security plans aligned to client environments and continuous monitoring and response capabilities.

02 Network Monitoring Services

ROX's Network Monitoring Services provide continuous oversight of network performance, availability and security. Through its Network Operations Center (NOC), the Company combines infrastructure monitoring with security visibility and incident response.

Key capabilities include:

Network Operations Center (NOC)

24/7 monitoring of network health and performance, with proactive identification and resolution of issues.

Configuration Management and Traffic Optimisation

Management of device configurations, software updates and security patches, alongside traffic optimisation to improve network performance and user experience.

This integrated monitoring approach enables organisations to identify operational and security issues earlier and reduce the potential impact of network disruptions.

03 Data Backup and Disaster Recovery

ROX's Data Backup and Disaster Recovery services are designed to protect critical business data and support continuity during system failures, cyber incidents and other disruptions. The offering combines secure backup infrastructure with defined recovery processes across distributed and multi-cloud environments.

Key capabilities include:

Proactive Data Protection

Cybersecurity-integrated backups, secure backup infrastructure and immutable storage.

Rapid Recovery and Business Continuity

Defined Recovery Point Objectives (RPOs) and Recovery Time Objectives (RTOs), rapid restoration and cloud-based recovery capabilities.

Comprehensive Coverage

Protection across hybrid environments, multi-cloud platforms including AWS, Azure and Google Cloud, and major SaaS applications.

Global Scalability and Compliance

Support for large-scale structured and unstructured data environments, with attention to data sovereignty and regulatory requirements.

These capabilities help organizations reduce potential data loss, improve recovery readiness and maintain business operations even through disruption.

04 Cloud Services Management

ROX provides end-to-end Google Cloud Platform (GCP) and Google Workspace (GWS) services, supporting organizations across cloud migration, infrastructure management, optimization, security and ongoing operations.

The service portfolio includes:

Google Cloud Management and Optimization

Management of cloud resources, infrastructure, deployment and storage.

Cloud Migration Support

End-to-end migration planning and execution, with a focus on minimizing disruption and optimizing workloads.

Cost Optimization

Analysis of cloud usage and implementation of measures to improve resource utilization and manage expenditure.

Cloud Security Management

Identity and access management, firewall configuration, threat monitoring and compliance support.

ROX also supports cloud-native application environments and resilient disaster recovery architectures using GCP capabilities, helping clients manage cloud environments as they scale.

05 IT Facility Management Services

ROX's IT Facility Management Services support the day-to-day operation and maintenance of data centers, server rooms and other IT facilities. The service combines infrastructure oversight, preventive maintenance, environmental monitoring and physical security to support reliable operations.

Key capabilities include:

Data Center Management
Monitoring and managing critical infrastructure conditions, power, cooling and security systems.

Server Room Operations
Management of hardware, cabling and system health.

Asset Management
Tracking IT assets and supporting effective lifecycle management.

Preventive Maintenance
Scheduled inspections and maintenance to reduce the risk of infrastructure failures.

Security and Compliance
Physical and network security controls aligned with applicable standards.

Through proactive facility management, the Company helps clients enhance infrastructure reliability, optimise resource utilisation and maintain secure operating technology environments.

06 Process Automation and AI Integration

ROX's Process Automation and AI Integration services help organizations accelerate digital transformation by leveraging intelligent automation to repetitive and process-intensive activities. Powered by Blue Prism, the offering combines RPA with AI capabilities to automate workflows, integrate systems and support more efficient operations.

Key capabilities include:

Process Automation and AI Integration
Integration of Blue Prism with machine learning, natural language processing and cognitive services.

AI-Driven Process Automation
Deployment of Blue Prism bots for high-volume, repetitive activities and integration with existing IT environments.

Scalable and Secure Automation
Enterprise-grade security, governance and scalable automation architecture.

Custom Solution Development
Development of automation workflows tailored to specific business processes and requirements.

End-to-End Process Transformation
Automation across functions such as finance, HR, customer service and supply chain.

Ongoing Support and Governance
Monitoring, optimization and compliance management across automation environments.

RPA Implementation and Optimization
Integrates bots with existing IT infrastructure to automate high-value repetitive tasks.

Supported by certified Blue Prism professionals, the service is designed to help clients scale automation while maintaining governance and operational control.

07 Enterprise Application Managed Services

ROX provides end-to-end support to ensure the stability, performance, security, and continuous improvement of enterprise ERP environments. With strong expertise in SAP and business applications, ROX supports customers across application management, incident resolution, enhancements, integrations, monitoring, and periodic system health checks.

Our proactive, SLA-driven approach helps organizations minimize downtime, optimize business processes, improve user experience, and maximize the value of their ERP investments. ROX also enables customers to continuously evolve their ERP landscape through upgrades, automation, analytics, and cloud transformation, ensuring the platform remains aligned with changing business needs.

A Structured Approach to Application Support

ROX's Application Management Services are built around a tiered support model that enables incidents and service requirements to be addressed at the appropriate level of expertise. This structured approach supports faster resolution while ensuring that complex issues receive the specialist attention they require.

L1

First-Line Support
The first level of support addresses routine user requirements, including password resets, navigation assistance, basic queries and initial incident triage.

L2

Functional Support
Functional support addresses business-process issues, configuration queries, transaction errors and master-data inconsistencies.

L3

Advanced and Enhancement Support
The highest level of support addresses complex process gaps, system defects, advanced troubleshooting and requirements for additional functionality.

Beyond Incident Resolution
ROX's AMS framework extends beyond reactive issue resolution to support the ongoing health, evolution and adoption of SAP environments.

Key components include:

Change Request Management
Managing approved business-process and system configuration changes in a structured manner.

Enhancements
Delivering incremental improvements across reports, forms, workflows and other SAP functionalities.

Incident Management
Resolving functional and technical incidents with a focus on minimising disruption and restoring business operations efficiently.

Service Request Management
Addressing configuration changes, system modifications and other user or business requirements as ERP environments evolve.

Proactive Problem Management
Applying root-cause analysis to identify recurring issues, address underlying causes and strengthen overall system stability.

User Training and Enablement
Supporting adoption through end-user training, process documentation, FAQs and knowledge resources that help users navigate SAP environments with greater confidence and reduce dependency on support teams.

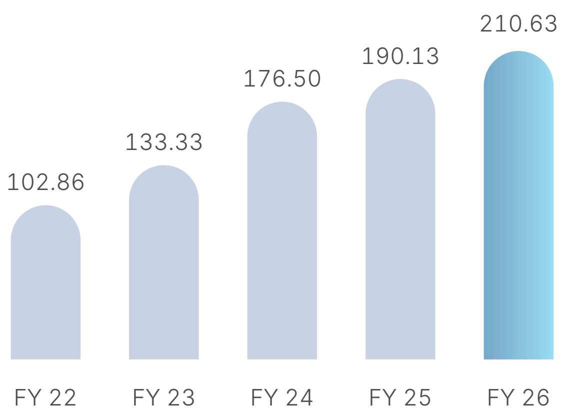
Proactive Business Process Monitoring
Where included within the engagement, continuously assessing critical processes to identify potential risks early and support sustained system and business-process health.

KEY PERFORMANCE INDICATORS

ROX's performance is reflected in the strength of its business, the scale of its operations and the value it creates for its customers and stakeholders. The following key performance indicators highlight the Company's progress during FY 2026, providing a clear view of its operational performance, business growth and continued momentum.

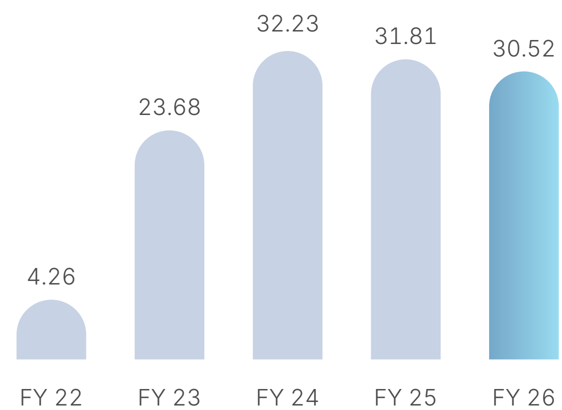
Revenue from operations

(₹ in Crore)



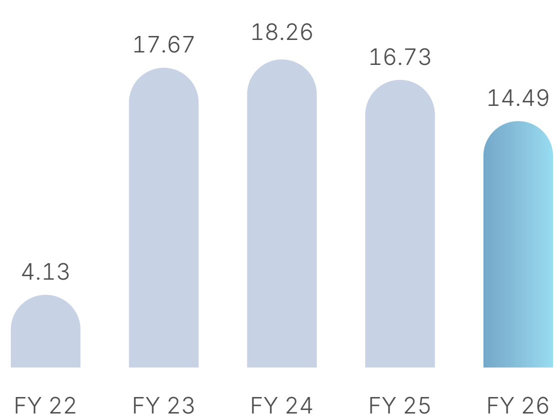
EBITDA

(₹ in Crore)



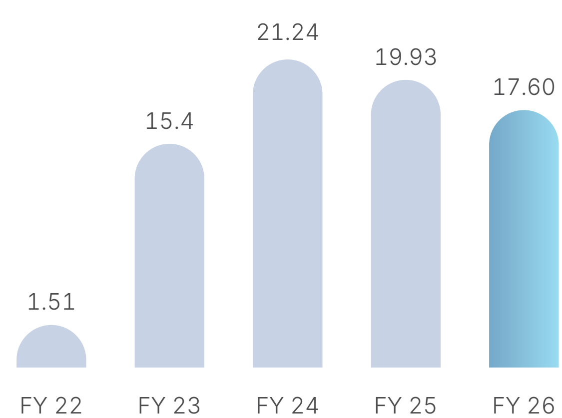
EBITDA

(% in Margin)



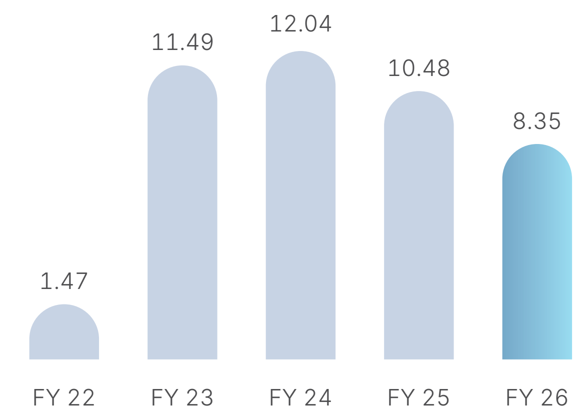
Profit After Tax

(₹ in Crore)



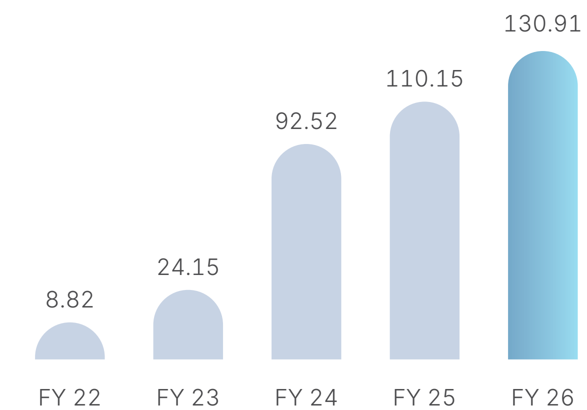
Profit After Tax

(% in Margin)



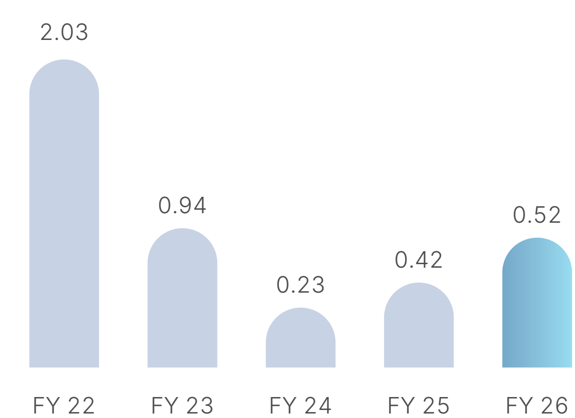
Net Worth

(₹ in Crore)



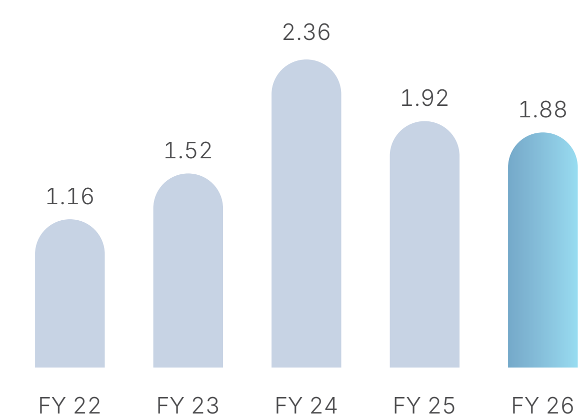
Debt-Equity Ratio

(times)



Current Assets

(times)



BUILDING A SUSTAINABLE FUTURE

At ROX, sustainability is embedded in how it builds, operates, and maintains its facilities. Guided by its commitment to the IGBC Green Service Building–Existing framework, the Company continues to strengthen the environmental performance of its Chennai facility through responsible procurement, disciplined site stewardship, and long-term investment in green infrastructure.

Responsible, Green Procurement

The Green Procurement Policy directs how ROX sources materials, products, and services across construction, interiors, landscaping, operations, and maintenance. The policy applies to every stakeholder on site, project owners, contractors, sub-contractors, suppliers, and facility management teams alike, and reflects the Company's belief that sustainable sourcing must be balanced with performance and cost-effectiveness.

Key commitments under the policy include:

- Certified, eco-labelled sourcing. We prioritize CII-GreenPro certified materials and other Type-I eco-labelled (ISO 14024) products, with a target that at least 15% of total material, product, and equipment spend is directed to eco-labelled items.
- Lower-impact materials. Preference is given to products that are biodegradable, recyclable, or reusable; made from renewable or recycled content; locally manufactured; and low in VOCs, toxicity, and embodied energy.
- Category-wide integration. Green procurement principles are applied across building materials (blended cements, recycled-content steel, low-carbon concrete), interior finishes (low-VOC paints and adhesives, FSC-certified timber, recyclable furniture), MEP equipment (BEE-rated lighting and motors, low-flow fixtures, eco-friendly refrigerants), and day-to-day operational supplies (biodegradable housekeeping chemicals, recycled paper, rechargeable batteries).
- Governance and accountability. A dedicated Green Materials Register tracks eco-labelled product use, supported by regular audits, an annual green purchasing action plan, and ongoing training for procurement staff and contractors.

Protecting the Site: Erosion & Sedimentation Control

"ROX's ESC Policy safeguards soil stability, stormwater quality, and the surrounding environment throughout the facility's operational life.

This includes:

- Regular inspection and maintenance of stormwater drainage and rainwater harvesting systems.
- Preservation of existing trees and vegetation, with additional planting to enhance site green cover and microclimate.
- Stabilization of landscape areas and hardscape surfaces to minimize soil exposure and erosion.
- Strict controls on waste disposal, dust generation, and the storage of oils, fuels, and chemicals to prevent site contamination.
- A structured Schedule of Operations requirement for contractors undertaking any site-disturbing activity, ensuring erosion and sedimentation controls are planned and implemented before work begins.

Looking Ahead

Together, these policies reflect ROX's integrated approach to sustainable facility management one that treats environmental responsibility not as a one-time certification exercise, but as an ongoing discipline across procurement, construction, and operations. As the Company continues its IGBC Green Service Building journey, it remains focused on raising the share of certified green materials in use, deepening supplier accountability, and maintaining a site that protects the natural environment it operates within.

CREATING IMPACT BEYOND BUSINESS

For ROX, responsible growth extends beyond business performance. The Company recognizes that lasting value is created when economic progress is accompanied by meaningful contributions to society. Its Corporate Social Responsibility (CSR) initiatives are therefore directed towards areas where targeted interventions can strengthen capabilities, expand opportunities and improve quality of life.

During FY 2026, ROX invested ₹48.27Lakhs in CSR initiatives across education, research and innovation, healthcare, disability empowerment, sanitation, women's empowerment and livelihood development. Implemented in collaboration with established institutions and non-profit organizations, these initiatives reflect the Company's commitment to creating impact that extends beyond the immediate beneficiaries and contributes to more inclusive and sustainable communities.

From supporting advanced research in Artificial Intelligence and enabling greater participation in sport for persons with disabilities, to improving school sanitation, strengthening rural livelihoods and facilitating access to critical healthcare, the Company's CSR interventions address diverse needs while remaining anchored in a common objective: creating opportunities for people and strengthening the ecosystems in which communities can thrive.

Advancing Research, Enabling Innovation

Establishment of AI Research Center at College of Technology - GP Pant University of Agriculture & Technology
CSR Investment: ₹25.00 Lakhs

India's ability to harness emerging technologies depends significantly on the strength of its research and academic ecosystem. Recognizing this, ROX partnered with G.B. Pant University of Agriculture & Technology, Pantnagar, to support the establishment of an Artificial Intelligence Research Center.

The center is intended to provide students, researchers and faculty with a platform to pursue advanced research across Artificial Intelligence, Machine Learning, Data Analytics, Precision Agriculture and other emerging technologies. By creating an environment that encourages experimentation, knowledge creation and interdisciplinary research, the initiative is expected to support the development of technology-led solutions for real-world challenges.

The initiative also represents an important industry-academia connection, enabling academic research to remain closely aligned with evolving technological needs. By investing in research infrastructure and knowledge development, ROX Hi-Tech is contributing to the creation of a stronger innovation ecosystem and helping nurture the technology leaders of tomorrow.

Advancing Inclusion Through Opportunity

Infrastructure and Sports Development Support to NIEPMD
CSR Investment: ₹10.00 Lakh

Creating an inclusive society requires more than access to essential services; it requires environments that enable individuals with disabilities to learn, develop their capabilities and pursue their aspirations.

With this objective, ROX extended CSR support to the National Institute for Empowerment of Persons with Multiple Disabilities (NIEPMD) towards strengthening infrastructure, technology and sports facilities for persons with disabilities.

The support is aimed at enhancing the institute's rehabilitation, education and training infrastructure while contributing to the development of sports facilities that can provide differently-abled students with better opportunities for training and competitive participation.

The significance of such support is reflected in the achievements of NIEPMD students, who have secured victory at the National-Level Boccia Tournament and earned the opportunity to represent India at international competitions. The institute has also proposed the establishment of an indoor sports facility that may recognize ROX's contribution.

Beyond physical infrastructure, the initiative supports a larger objective: enabling persons with disabilities to access opportunities, build confidence and pursue excellence on an equal platform.

Building Healthier Schools, Creating Sustainable Livelihoods

School Sanitation and Livelihood Development through Jeevidham Trust
CSR Investment: ₹8.00 Lakh

Education and livelihood are two important foundations of resilient communities. ROX's partnership with Jeevidham Trust brings these priorities together through an initiative focused on improving school sanitation while creating sustainable livelihood opportunities for rural women.

The project supports the construction and improvement of sanitation facilities in schools, helping provide students with cleaner, safer and more hygienic learning environments. Improved sanitation contributes to better health and dignity while creating conditions that can support regular school attendance and learning.

Alongside the school infrastructure component, the initiative supports economic empowerment among women in Pallipuram Village. An Areca Leaf Plate Making Machine was provided to a Women Self-Help Group, enabling its members to produce biodegradable leaf plates and develop an avenue for sustainable income generation.

The initiative combines social and economic impact at the community level, improving the environment in which children learn while supporting women in building greater financial independence through an environmentally responsible livelihood.

Supporting Access to Life-Saving Healthcare

Medical Assistance for Heart Transplant – SOS Children's Villages India
CSR Investment: ₹2.80 Lakh

Access to timely healthcare can fundamentally alter the course of a life. Recognising the importance of supporting vulnerable children during critical medical situations, ROX provided financial assistance through SOS Children's Villages India towards the heart transplant surgery and recovery of Catherine, a child requiring urgent medical intervention.

The contribution supported the costs associated with the transplant surgery, post-operative treatment and recovery care, helping facilitate timely access to essential medical services.

The initiative reflects the Company's commitment to supporting children and families facing critical healthcare needs. By helping address the financial barriers associated with complex medical treatment, the intervention sought to provide not only immediate assistance, but also the opportunity for recovery and a better quality of life.

Creating a More Inclusive Future

ROX's CSR approach is centered on the belief that responsible business has a role to play in strengthening the foundations of inclusive growth. The Company's interventions during FY 2026 span the continuum from building knowledge and innovation capabilities to improving access, inclusion, health and economic opportunity.

Whether through a research center that can nurture future technology leaders, infrastructure that enables persons with disabilities to pursue their potential, sanitation facilities that support healthier learning environments, livelihood opportunities that strengthen women's economic participation, or healthcare assistance that provides hope during a critical moment, each initiative represents an investment in human potential.

As ROX continues to grow, its CSR efforts remain focused on creating meaningful and sustainable impact, contributing not only to the communities it serves today, but also to the capabilities and opportunities that can shape a more inclusive future.

THE INTELLIGENCE BEHIND ROX

At ROX, intelligence is not defined by technology alone. It is built through the collective capabilities, curiosity and experiences of its people. The Company's culture encourages employees to learn continuously, exchange knowledge, experiment with emerging technologies, collaborate across teams and build meaningful connections. Throughout FY 2026, this philosophy came to life through a range of initiatives spanning Artificial Intelligence, automation, SAP enablement, employee engagement, cultural celebrations and team-building activities. Together, these initiatives created opportunities for our people to strengthen their technical capabilities, discover new perspectives and contribute to a culture of innovation and collaboration

Our Values

As ROX continues to grow and evolve, its values remain the foundation of how the Company conducts business, builds relationships and creates long-term value. Rooted in integrity, accountability and collaboration, these principles shape the way ROX engages with its people, customers, partners and communities. They also foster a culture of innovation, excellence, resilience and responsible growth, enabling the Company to adapt to a changing technology landscape while staying focused on its purpose and commitments. Together, these values define the ROX way of working: responsible, agile, collaborative and driven by a constant pursuit of excellence.

Integrity

ROX operates with unwavering honesty and transparency, ensuring that every interaction with clients, partners, and employees is rooted in trust and ethical excellence.

Accountability

ROX takes ownership of its responsibilities, delivering on its promises with precision and dedication. Success is measured not just by results, but by the integrity of the Company's journey.

Unity

Together, we are stronger. By fostering collaboration, diversity, and mutual respect, ROX creates a culture where shared goals are achieved through collective effort.

Sustainability

ROX innovates with responsibility, designing solutions that protect the planet and empower communities. Progress is meaningful only when it is sustainable for future generations.

Perseverance

Challenges are opportunities in disguise. With determination and grit, ROX pushes boundaries, turning obstacles into stepping stones toward success.

Resilience

In a rapidly changing world, ROX adapts, learns, and grows. Resilience fuels the Company's ability to thrive under pressure and emerge stronger from every setback.

Magnificence

ROX strives to create work that inspires - bold, visionary, and transformative. Magnificence is not just in the Company's outcomes, but in the passion and creativity it brings to every endeavour.

Excellence

Mediocrity has no place in the Company's mission. From cutting-edge technology to client service, ROX pursues the highest standards, continuously raising the bar for itself and the industry.

Driving a Culture of Innovation

As technology continues to reshape the enterprise, ROX is committed to ensuring that its people remain at the forefront of emerging capabilities. Internal knowledge-sharing initiatives provided employees with opportunities to understand new technologies, explore practical applications and connect innovation with real business opportunities.

AI Day – 15 December 2025

ROX celebrated AI Day with an engaging knowledge-sharing session focused on the growing role of Artificial Intelligence in enterprise transformation. The program explored key areas including Generative AI, Embedded AI, AI capabilities within Analytics Cloud and strategies for advancing AI adoption across business functions.

Through interactive demonstrations and discussions, employees gained insights into practical AI use cases and emerging opportunities within the enterprise ecosystem. The session was designed to introduce emerging concepts and encourage employees to think about how AI can be applied meaningfully across business functions.

A live AI quiz added an interactive element to the program, encouraging participation while reinforcing the learning from the session. The event concluded with a cake-cutting ceremony, bringing employees together to celebrate the spirit of innovation, collaboration and continuous learning that underpins ROX's digital transformation journey.

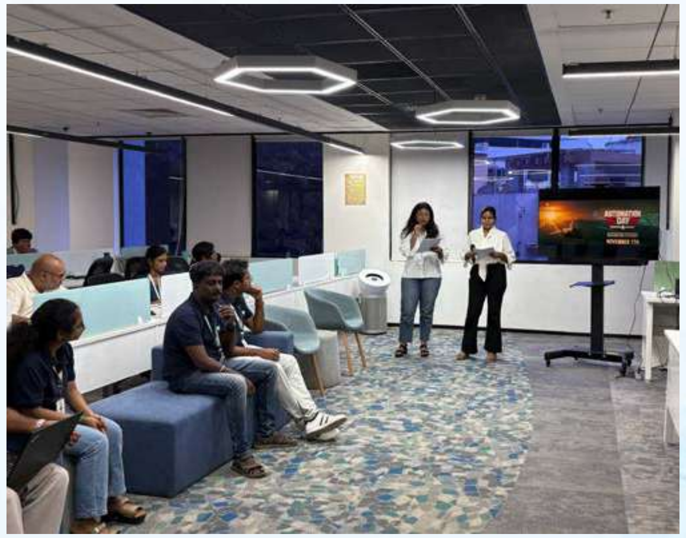
Automation Day – November 7, 2025

Automation Day brought together ROX's automation and technology teams to showcase innovative solutions and real-world digital transformation initiatives. The event provided a platform for teams to demonstrate how emerging technologies can be combined to address practical business challenges and create measurable value.

One of the key highlights was the presentation of an Agentic AI-powered Data Extraction solution integrated with Robotic Process Automation (RPA) for a leading electric vehicle manufacturer. The solution demonstrated ROX's ability to bring together next-generation AI capabilities and automation to drive business efficiency.

The event also featured knowledge-sharing sessions on automation technologies, live project demonstrations and discussions around emerging use cases. These sessions encouraged employees to exchange experiences, understand evolving technology trends and explore new possibilities for applying automation across customer environments.

The celebrations also recognized the achievements of the automation team, reinforcing a culture of collaboration, continuous learning and excellence. Together, these activities reflected ROX's focus on moving beyond traditional automation towards newer, more intelligent approaches to digital transformation.



SAP Business Suite (GLX+) Workshop – Bengaluru 2025

Technical intelligence is strengthened through practical experience and continuous enablement. The SAP Business Suite (GLX+) Workshop, conducted on 8th to 9th September 2025 in Bengaluru, brought together approximately 100 participants for a two-day, hands-on learning program designed for SAP consultants.

The workshop focused on practical project scenarios, implementation methodologies, tools and processes required to successfully deliver SAP implementations. Rather than focusing only on theoretical knowledge, the program provided participants with practical exposure to the considerations and approaches involved in real-world implementation environments.

Participants gained exposure to key areas of the SAP Business Suite, including SAP Sales Cloud V2 and SAP SuccessFactors. The workshop also created a platform for knowledge sharing, interaction with SAP professionals, collaborative activities and practical discussions around real-world implementation scenarios.

An interactive quiz added an element of engagement and friendly competition to the program. Anto Chinmay, representing ROX, emerged as the winner, highlighting the technical expertise and active participation within the ROX team.

The workshop reflects ROX's emphasis on building and continuously strengthening technical capability, while creating opportunities for professionals to learn from practical scenarios and engage with developments within the SAP ecosystem.

Building Collaboration Through Employee Engagement

Technology and technical expertise are only one part of the intelligence behind ROX. A strong organization also depends on the ability of its people to communicate, collaborate and build relationships across teams.

During FY 2026, ROX conducted several employee engagement initiatives designed to strengthen teamwork, collaboration, communication and employee bonding. These initiatives created informal environments where employees could interact with colleagues beyond their immediate teams, participate in shared activities and develop stronger workplace relationships.

Festival Celebrations

Christmas at ROX

ROX's festival celebrations combined creativity, participation and teamwork. During Christmas, employees participated in Christmas in a Plate, creating festive displays using clay and other materials. The activity encouraged teams to work creatively together while celebrating the festive spirit. Employees also participated in Connections, an interactive activity that challenged them to identify links between songs, movies, employee names and visual clues. A human version of Tic-Tac-Toe added another collaborative and engaging activity to the celebrations.

Diwali at ROX

The Diwali celebrations featured fun team challenges involving balloons and cup-stacking activities, encouraging coordination, participation and teamwork in a relaxed setting.

These celebrations provided employees with opportunities to step away from their regular work environment, interact with colleagues and celebrate together while strengthening team connections.

Onam at ROX

ROX celebrated Onam on 5th September, with enthusiasm and cultural fervour, bringing employees together for a day centered around celebration, participation and cultural appreciation. The event saw approximately 55–57 attendees.

The celebrations featured traditional games, lively dance and singing performances, with active participation from employees across teams. Festive snacks and refreshments complemented the activities, creating an atmosphere of joy, togetherness and cultural appreciation across the organisation.

The celebration reflected the importance ROX places on creating an inclusive workplace where employees can share experiences, celebrate cultural traditions and build connections with colleagues.

Superb Saturdays: Learning Through Interaction

The Superb Saturdays initiative provided employees with opportunities to participate in collaborative and communication-focused activities designed around creativity, planning, quick thinking and interpersonal connection.

The Newspaper Tower Challenge tested creativity and planning as teams competed to build the tallest free-standing tower. The activity encouraged participants to work together, develop strategies and solve a simple challenge through collective thinking.

The Non-Verbal Birthday Challenge introduced a different form of communication, requiring employees to interact without speaking. This encouraged participants to explore alternative ways of expressing ideas and understanding one another.

Activities such as Common Likes & Dislikes and Know Your Colleague provided opportunities for employees to discover shared interests and connect with colleagues across teams. These activities helped create stronger workplace relationships and encouraged interaction beyond immediate work groups.

The Word Challenge and Logo Quiz added elements of quick thinking, participation and friendly competition, creating an engaging environment where employees could learn, interact and have fun together.

Healthy Competition and Team Spirit

ROX also encouraged employee participation through its annual Chess and Carrom Tournaments. These indoor tournaments gave employees an opportunity to showcase their skills, engage in healthy competition and interact with colleagues in a relaxed environment.

Beyond the competitive element, the tournaments created another avenue for employees to connect with one another outside their regular work responsibilities. Winners were recognized for their achievements, celebrating both participation and performance.

Across AI, automation, SAP enablement and employee engagement, a common thread runs through the ROX experience: continuous learning powered by people.

AI Day created awareness around emerging AI capabilities and their potential role in enterprise transformation. Automation Day demonstrated how AI and RPA can come together to address real-world business challenges. The SAP Business Suite workshop strengthened hands-on technical capability and encouraged knowledge sharing around implementation scenarios.

At the same time, employee engagement initiatives created the human connections that strengthen collaboration across the organisation. From creative festival activities and communication challenges to indoor tournaments and cultural celebrations, employees were given opportunities to interact, participate and build stronger relationships.

Together, these initiatives contribute to an environment where knowledge is shared, ideas are explored, capabilities are strengthened and people are encouraged to collaborate.

This is the intelligence behind ROX, a combination of technology expertise, continuous learning, innovation, collaboration and people-driven culture that enables the organisation to keep evolving and deliver meaningful transformation for its customers.

MANAGEMENT DISCUSSION AND ANALYSIS

Macroeconomic Overview

Global Economy

The global economy in CY 2026 is navigating a year of crosscurrents, shaped by the interplay of geopolitical conflict and an accelerating technology-led investment cycle. Global GDP growth is estimated to have held at around 3.5% in CY 2025, before easing to 3.0% in CY 2026, reflecting the drag from the war in the Middle East on energy-importing and vulnerable economies, even as AI-driven demand lifts economies integrated into the global technology value chain.

Advanced economies are projected to grow by 1.7% in CY 2026, while Emerging Market and Developing Economies (EMDEs) are expected to slow to 3.8% before rebounding to 4.5% in CY 2027, driven by digital transformation and infrastructure investments. The U.S. continues to demonstrate resilience on the back of large-scale AI infrastructure investment, whereas the Eurozone remains constrained by energy-price volatility and its proximity to the Middle East conflict. India and Southeast Asia continue to emerge as key growth engines, fuelled by rapid digital adoption, expanding IT infrastructure, and government-led tech initiatives.

Global Economic Growth (%)

(Real GDP, Annual % Change)

Region / Economy	CY 2025	CY 2026 (P)	CY 2027 (P)
Global GDP	3.5	3.0	3.4
Advanced Economies	1.9	1.7	1.8
United States	2.1	2.3	2.2
Euro Area	1.4	0.9	1.2
Emerging Markets	4.5	3.8	4.5
Emerging Asia	5.6	5.0	4.8
China	5.0	4.6	4.1
India	7.7	6.4	6.7

Source: International Monetary Fund (IMF), July 2026 WEO Update;

Outlook

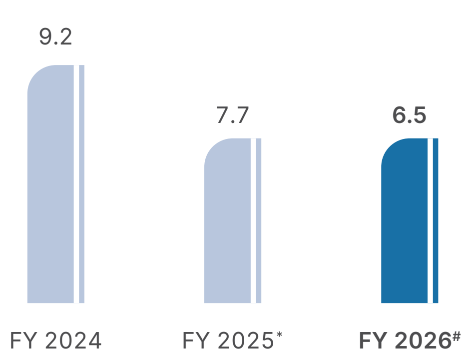
Global growth is projected at 3.0% in CY 2026 and 3.4% in CY 2027, broadly unchanged on a cumulative basis from earlier projections, with advanced economies growing at 1.7–1.8% and emerging markets rebounding from 3.8% to 4.5%. The escalation of the Middle East conflict and the resulting volatility in energy prices pose risks to supply chains and tech-sector investments, particularly for energy-importing economies with limited participation in the technology value chain. These disruptions could elevate costs for hardware, semiconductors, and cloud infrastructure, impacting IT infrastructure deployments globally.

Despite these challenges, accelerated AI-driven demand, digital adoption, and smart infrastructure investments; particularly in high-growth, technology-integrated regions like India and Southeast Asia, present significant opportunities for Rox . The company is well-positioned to leverage these trends through its expertise in networking solutions, cybersecurity, cloud and data center solutions, and next-gen digital transformation technologies.

Indian Economy

India continues to be one of the fastest-growing major economies, driven by its demographic advantages, strong domestic demand and ongoing structural reforms with a strong digital underpinning. The country is playing an increasingly significant role in the global economy, supported by Goods and Service Tax (GST) and sustained growth in key sectors such as technology-enabled manufacturing, next-gen infrastructure and digital services. India's GDP growth for FY 2025-26 was revised upward through the year, the RBI raised its estimate from 6.5% in August 2025 to 7.4% by February 2026 while MOSPI's Second Advance Estimate (27 February 2026) placed growth at 7.6%. On stronger-than-expected momentum, even as the FY 2027 outlook has been tempered by global uncertainties including the war in the Middle East, elevated crude oil prices and rupee depreciation from foreign fund outflows, according to the Reserve Bank of India (RBI) and the Ministry of Statistics and Programme Implementation (MOSPI). Despite these headwinds, India has maintained a resilient growth trajectory, supported by the strong performance of its technology-led services sector, increased public infrastructure investment and government initiatives focused on digital transformation, financial inclusion and improving the business environment through tech-enabled solutions.

Indian GDP Growth Rate (in %)



*Source: *MOSPI Provisional Estimates, FY26*

#Reserve Bank of India (RBI) Monetary Policy Committee (MPC) report dated 5th August 2026

Inflation trends improved through FY 2026, giving the RBI's Monetary Policy Committee (MPC) room to ease policy through the year before holding the repo rate steady at 5.25% in its August 2026 review, while maintaining a 'Neutral' policy stance amid heightened global uncertainty, including geopolitical tensions in the Middle East. Consumer Price Index (CPI) inflation for FY 2027 is projected at around 5.0%, a modest upward revision reflecting rupee depreciation and elevated crude oil prices, even as the RBI's growth outlook for FY 2027 was raised to 6.7% on the back of stronger-than-expected first-quarter performance, supported by robust manufacturing output and sustained domestic demand. Despite external pressures, India's medium-term growth outlook remains positive, underpinned by proactive policy measures, a growing tech-savvy middle class and strengthening digital economic fundamentals.

Outlook

Despite ongoing geopolitical tensions, including the war in the Middle East, and global market volatility, India's economic outlook remains resilient, with GDP growth expected to continue to outpace the global average into FY 2027. Strategic government initiatives, including the Production-Linked Incentive (PLI) scheme for tech manufacturing, measures to attract foreign capital such as the waiver of long-term capital gains tax for Foreign Portfolio Investors on government securities, and increased investment in digital infrastructure, renewable energy and technology-led transformation, are expected to drive long-term economic growth and boost India's global competitiveness. These factors continue to position India on the path to becoming the world's third-largest economy by the turn of the decade. While elevated crude oil prices, a weaker rupee and evolving global trade dynamics have created near-term challenges for export-oriented sectors, overall investor sentiment remains resilient, supported by continued policy reforms and accelerated digitalization that are enhancing transparency and operational efficiency, positioning the economy to be more structured, adaptable and future-ready in an increasingly digital global marketplace.

Source: https://www.imf.org/en/publications/weo/issues/2026/07/08/world-economic-outlook-update-july-2026

https://www.indiainfoline.com/news/economy/rbi-policy-update-august-2026-repo-rate-unchanged-at-5-25-fy27-gdp-growth-raised-to-6-7-inflation-forecast-cut

https://tradingeconomics.com/india/interest-rate/news/523674

Industry Overview

Global IT Industry

The global Information Technology (IT) industry continues to evolve at a rapid pace, driven by the accelerating build-out of AI infrastructure and shifting market demands across sectors. Global IT services spending is projected to surpass USD 1.87 trillion in CY 2026, forming the largest component of overall IT spending, as enterprises continue to invest in cloud computing adoption, cybersecurity, innovation and automation. Key growth drivers include the rise of IoT, data analytics, AI/ML, and the persistent shift to remote/hybrid work models, which continue to boost demand for flexible, scalable IT solutions. Cloud migration is further intensifying the need for services to manage and secure these environments amid escalating cyber threats. Data center systems have emerged as the fastest-growing segment of global IT spending in CY 2026, powered by the build-out of AI-optimized infrastructure and hyperscale computing capacity. The IT services industry continues to expand rapidly, playing a critical role in supporting business agility, resilience and growth across sectors.

Rising IT spending, particularly on SaaS and cloud-based solutions, continues to fuel market demand. These services enhance business process efficiency while allowing firms to focus on core operations without managing complex IT infrastructure. Organizations are increasingly leveraging IT services for everything from employee record management to sophisticated supply chain and operations oversight.

Generative AI (GenAI) continues to transform the technology landscape, driving innovation across industries and reshaping approaches to automation, creativity and data-driven decision-making. Investment in AI infrastructure and GenAI capabilities is accelerating, with Gartner forecasting worldwide spending on GenAI models to grow by 117% in 2026. AI infrastructure is expected to remain the largest area of AI spending, accounting for more than 45% of the market, driven primarily by vendors and hyperscalers expanding capacity to support GenAI models and agentic workflows. Gartner also projects worldwide spending on data center systems to reach approximately USD 788 billion in 2026, representing growth of 55.8%.

According to Gartner, worldwide IT spending is projected to reach USD 6.31 trillion in 2026, representing a 13.5% increase over 2025. Data center systems are expected to record the strongest growth at 55.8%, followed by software spending of approximately USD 1.44 trillion. IT services are projected to exceed USD 1.87 trillion, while device spending is expected to reach approximately USD 856 billion and communications services approximately USD 1.36 trillion. The continued expansion reflects strong investment in AI infrastructure, software and cloud capabilities, although Gartner notes that enterprise AI spending remains more measured as organisations focus increasingly on demonstrating tangible business value and return on investment.

In the Middle East and North Africa (MENA) region, IT spending is projected to reach USD 169 billion in CY 2026, up 8.9% from USD 155.2 billion in CY 2025. Data center systems remain the fastest-growing category, with spending projected to increase 37.3% in CY 2026 as CIOs and technology leaders invest in AI-enabled software and AI-optimized infrastructure, even as the pace of growth moderates from the rapid build-out seen in CY 2025. Software is projected to grow 13.9% to USD 20.4 billion, followed by IT services at 8.3%, while spending on devices and communication services is expected to grow more modestly, together remaining important components of the region's evolving IT landscape.

MENA IT Spending Forecast, 2025-2026 (millions of USD)

	2025 Spending	2025 Growth (%)	2026 Spending	2026 Growth (%)
Data Center Systems	9,455	69.3	12,984	37.3
Devices	32,793	6.7	35,234	7.4
Software	17,949	11.7	20,452	13.9
IT Services	34,061	6.9	36,894	8.3
Communication services	60,905	4.4	63,456	4.2
Overall IT	**155,163**	**8.8**	**169,019**	**8.9**

Source: Gartner (August 2025)

Europe's IT spending is expected to reach USD 1.43 trillion in CY 2026, up 11.1% from CY 2025. Key growth segments include software, which is projected to grow 15.6% to USD 335.4 billion, and IT services, which are expected to increase 10.1% to USD 539.9 billion. Data center systems are forecast to grow 18.8% to USD 99.3 billion, supported by continued investment in AI infrastructure and AI-optimised servers. At the same time, digital sovereignty is emerging as an important consideration for European CIOs, influencing cloud investment and technology decisions.

Europe IT Spending Forecast (millions of U.S. Dollars)

	2025 Spending	2025 Growth (%)	2026 Spending	2026 Growth (%)
Data Center Systems	83,632	38.2	99,335	18.8
Devices	143,668	11.0	158,193	10.1
Software	290,235	14.7	335,409	15.6
IT Services	490,398	9.0	539,927	10.1
Communication services	277,826	7.0	294,988	6.2
Overall IT	**1,285,760**	**11.6**	**1,427,852**	**11.1**

Source: Gartner (November 2025)

Outlook

The global IT industry is expected to maintain strong growth in CY 2026, supported by continued investment in digital transformation and the rapid expansion of AI infrastructure. Gartner forecasts worldwide IT spending to reach approximately USD 6.31 trillion in 2026, with data center systems recording the strongest growth as organisations and technology providers expand infrastructure to support AI workloads. Investment in software and IT services is also expected to remain strong as organisations adopt AI, cloud and other digital technologies.

At the same time, evolving regulatory, geopolitical and digital sovereignty considerations are influencing technology investment decisions across markets. Organisations are increasingly required to strengthen data governance, security and compliance capabilities while adapting to changing

regulatory environments. For technology companies, this creates opportunities to build greater resilience and trust into both internal operations and customer-facing solutions. As AI adoption accelerates, the ability to combine innovation with security, governance and demonstrable business value will remain an important differentiator in the technology landscape.

Sources: Gartner, IMF, Grand View Research

Indian IT Industry

The Indian IT industry has firmly established itself as a global hub for technology and innovation, demonstrated by the growing presence of multinational corporations (MNCs) and global capability centers (GCCs). With over 1,800 GCCs now operating across India, employing close to 1.9 million professionals and generating in excess of USD 64 billion in revenue, the sector shows increasing specialization in high-value services and product engineering. This technological maturity is reflected in the Indian IT services market, which is projected to grow at a healthy CAGR through the rest of the decade, underscoring rising global demand for digital transformation solutions, cloud services, cybersecurity, and data analytics. Indian IT providers play a pivotal role in helping global enterprises streamline operations, reduce costs, and enhance productivity while securing digital assets. The country's vast talent pool, proven global delivery model, and evolving digital ecosystem continue to reinforce its position as a leader in the global IT services landscape.

Artificial Intelligence and automation are revolutionizing India's IT services sector by driving operational efficiency, cost optimization, and enhanced personalization. Technologies like machine learning, natural language processing, and robotic process automation (RPA) are being widely deployed to automate routine tasks, improve decision-making, and transform customer experiences through solutions like AI-powered chatbots. RPA implementations are significantly improving back-office operations by reducing errors and accelerating processes. AI is also playing an increasingly critical role in cybersecurity, providing advanced threat detection capabilities and real-time response mechanisms to protect sensitive data. With Indian IT firms making substantial investments in AI research and development, these technologies are poised to deliver greater innovation, productivity gains, and competitive advantages across industry verticals.

India IT Spending Forecast, 2024-2026 (millions of USD)

	2024 Spending	2024 Growth (%)	2025 Spending	2025 Growth (%)	2026 Spending	2026 Growth (%)
Data Center Systems	4,310	12.9	7,788	29.2	9,385	20.5
Devices	55,907	13.0	60,443	9.4	66,442	9.9
Software	17,904	15.7	21,032	12.1	24,741	17.6
IT Services	30,065	8.8	31,854	7.0	35,383	11.1
Communications Services	35,713	5.0	38,348	3.8	40,414	5.4
Overall IT	**143,899**	**10.3**	**159,465**	**8.7**	**176,365**	**10.6**

Source: Gartner (November 2025)

Outlook

India's technology sector is positioned for sustained long-term growth despite near-term challenges including elevated crude oil prices, currency volatility and macroeconomic uncertainties stemming from the Middle East conflict. The expansion of Engineering R&D services and Global Capability Centers (GCCs) remains a primary growth driver, with Digital Engineering gaining strong momentum across BFSI, Healthcare, and Retail sectors. This segment has accounted for a significant portion of major deals, reflecting the industry's strategic shift toward high-value services and product innovation. Export revenues now show a more balanced distribution between global multinationals (including GCCs) and Indian service providers, while the continued increase in operational GCCs underscores India's growing importance as a center for advanced technological capabilities.

Domestically, technology spending has outpaced export growth for two consecutive years, fueled by accelerated adoption of enterprise software, cloud services, and substantial expansion in data center infrastructure. The digital economy's contribution to GDP continues to rise significantly, with Digital Public Infrastructure emerging as a powerful catalyst for inclusive growth. E-commerce is demonstrating robust expansion, approaching major milestones in gross merchandise value. AI adoption is progressing rapidly, with most implementations focused on developing scalable solutions, while an increasing number of GenAI pilot projects are transitioning to full-scale production. Nearly all leading technology firms are now embedding AI, Cloud, Data, and GenAI capabilities into their core service offerings, signaling a fundamental transformation in India's IT landscape.

Sources: Gartner, NASSCOM, Wisemonk

Business Overview

ROX has established itself as a trusted partner for businesses seeking comprehensive IT solutions, with expertise spanning from infrastructure to cutting-edge digital transformation. Over the past two decades, we have built a strong reputation through our commitment to excellence and strategic partnerships with global technology leaders including SAP, IBM, Lenovo, Cisco, and Google.

Our recent achievements underscore our growing capabilities and market leadership. For FY 2026, ROX reported total income of ₹210.6 crore, up 9.24% year-on-year, with EBITDA of ₹30.51 crore (14.48% margin) and Profit After Tax of ₹17.64 crore (8.7% margin), while net worth grew to ₹130.91 crore. This performance was underpinned by continued traction in enterprise digital transformation projects across industries, supported by cloud, AI and automation capabilities, and by deepened alliances with leading technology providers including SAP, Cisco, IBM and Google. Momentum has carried into FY 2027, with Q1 revenue rising 22.83% year-on-year to ₹56.50 crore, on the back of ₹45 crore of new orders that lifted the order book to ₹92 crore.ROX has also expanded its global footprint with the establishment of subsidiaries in Singapore, the USA, Denmark, and Mauritius. These subsidiaries, focusing on areas such as computer hardware wholesale, enterprise software development, and IT consulting, position it to capitalize on international market opportunities and strengthen our global partnerships.

The Company's commitment to sustainability and industry leadership is reflected in its recognition as a Founding Member of the Indian Green Building Council (IGBC) and its membership with the Confederation of Indian Industry (CII). These affiliations highlight the Company's dedication to sustainable development and excellence in the IT sector.

Further enhancing its operational capabilities, ROX received approval to establish a unit in ELCOT SEZ, Trichy, which will optimize logistics, enhance manufacturing, and facilitate seamless international trade.

At the heart of the Company's success is its people-first approach. It continues to reward and retain top talent through the 'ROX Employee Stock Option Plan 2024', ensuring its team remains motivated and aligned with its growth objectives.

ROX stands out in the competitive IT landscape through its unique positioning as the trusted partner to secure RISE with SAP deals in both private and public clouds, combined with its expertise in IoT and smart infrastructure solutions. The Company's focus on innovation, security, and seamless integration enables it to deliver tailored solutions that drive digital transformation and sustainable growth for its clients.

As it continues to expand and innovate, ROX remains committed to empowering businesses with advanced IT solutions that navigate the complexities of the digital age. Its holistic approach, global reach, and unwavering dedication to excellence ensure the Company delivers unmatched value to its clients, helping them thrive in an ever-evolving technological landscape.

Financial Performance

FY 2026 was a year of steady consolidation for ROX , marked by consistent growth in revenues and a stable operating performance.

Our total income stood at ₹210.63 Cr compared to ₹189.19 Cr in FY25, reflecting a modest year-on-year growth of 9.24%. This growth was supported by sustained demand for our technology solutions and the expansion of our client engagements.

EBITDA stood at ₹30.51 Cr, maintaining margins of 14.48%, in line with the previous year. Profit after Tax (PAT) stood at ₹17.64 Cr, with a PAT margin of 8.70%, demonstrating our ability to deliver consistent profitability while absorbing higher costs from investments in people and operations.

The Company's net worth strengthened to ₹130.91Cr from ₹110.15 Cr in FY25, further improving its financial resilience. Cash balances also improved significantly, reaching ₹27.45 Cr, providing healthy liquidity to support future growth.

Ratio Analysis

In compliance with listing requirements, the key consolidated financial ratios are provided below:

Particulars	FY26	FY25	% Variance
Debt-Equity Ratio	0.52	0.43	23%
ROE	0.13	0.18	-24%
ROCE	21.87%	27.54%	-21%
EPS (₹)	7.72	8.46	
Net Profit Margin	8.48%	10.36%	-18%
Operating Profit Margin (EBITDA Margin)	14.48	16.74%	

Risks and concerns

Risk Factors

ROX's commercial success is fundamentally tied to its capacity for innovation and delivery of specialized IT solutions across diverse industry sectors. The following key risks could materially impact its operations:

A. Innovation and Competitiveness

Failure to consistently develop proprietary, cutting-edge solutions may result in over-reliance on third-party services, potentially increasing operational costs and eroding our market differentiation.

B. Client Retention and Market Dynamics

Evolving client requirements, rapid industry shifts, and intensifying competition could adversely affect our ability to maintain and grow our client portfolio, particularly in high-value computing segments.

C. Talent Acquisition and Compliance

Our success depends on attracting and retaining skilled professionals. Any non-compliance with partner obligations, contractual commitments, or applicable governance requirements may adversely impact client relationships and strategic alliances.

D. Cybersecurity and Data Privacy

As a technology solutions and managed services provider, ROX faces risks from cyberattacks, data breaches, unauthorised access and system vulnerabilities. Such incidents could disrupt operations, affect client trust and result in financial, regulatory or reputational consequences.

E. Government Contracts and Macroeconomic Conditions

Failure to secure government tenders, coupled with rising input costs and unfavourable economic trends in India, could substantially pressure our margins and growth trajectory.

F. Legal and Regulatory Environment

Unanticipated changes in regulatory frameworks or unfavorable legal rulings may disrupt operations and financial performance.

Proactive management of these risks remains essential to safeguarding our profitability and ensuring sustainable growth.

SWOT Analysis

Strengths

- Recognized as a preferred partner by leading global IT equipment suppliers
- Direct access to cutting-edge technology and advanced equipment
- Highly skilled and continuously trained professional workforce
- Established trust with blue-chip clients, evidenced by repeat engagements
- Rigorous quality assurance protocols across all operations
- Uncompromising commitment to data privacy and information security

Weaknesses

- Elevated operational costs due to specialized manpower requirements
- Constant need for workforce upskilling to maintain technical edge
- Reliance on core promoter group and key managerial personnel

Opportunities

- Growing market demand for modular and reusable IT components
- Accelerated digital adoption across sectors in the post-pandemic economy
- Government policies promoting nationwide IT infrastructure development
- Strategic alignment with India's Digital Mission initiatives

Threats

- Intensifying competition for top-tier technical talent
- Accelerated technology obsolescence cycles
- Potential business disruptions from pandemic-related restrictions
- Hyper-competitive market landscape with shrinking differentiators

Human Resource

ROX, recognizes that its people are the cornerstone of its success. The Company's human resource philosophy is built on nurturing talent, fostering innovation, and creating an environment where every team member can thrive. It invests significantly in continuous learning and development programs that equip its employees with cutting-edge technical skills and leadership capabilities, ensuring they remain at the forefront of industry advancements. Its culture emphasizes collaboration, creativity, and mutual respect, where diverse perspectives come together to drive better solutions and business outcomes.

The workforce strategically blends seasoned professionals with emerging talent, creating an optimal balance that delivers operational stability, sustainable growth, and uncompromising quality standards. The following department-wise employee distribution reflects the Company's organizational structure as of March 31, 2026:

Sr. No	Division	Number of Employees
1	Accounts & Finance	12
2	Business Development	14
3	Design & Engineering	15
4	Human Resources & Administration	5
5	Software Services	75
6	Technical Services & Troubleshooting	10
7	Management	7
8	Product Specific Specialist	5
9	Logistics	3
10	Purchase	2
11	Quality Division	2
12	Sales & Marketing	10
13	Store	2
14	Supply Planning	2
Total		**164**

What sets ROX apart is its balanced approach to workforce composition - it strategically combines experienced professionals with young talent to maintain both stability and fresh thinking. This blend allows it to preserve institutional knowledge while staying agile in a rapidly evolving technological landscape. The Company's commitment to employee growth is reflected in its strong retention rates and high engagement scores. It goes beyond traditional training by offering mentorship programs, clear career pathways, and opportunities to work on challenging projects that push boundaries.

In the competitive IT services sector, the Company understands that its human capital is its most valuable asset. That's why it continues to strengthen its talent acquisition and development strategies, ensuring ROX remains an employer of choice. The people don't just support its business goals - they are active participants in shaping the future as the Company navigates the digital transformation landscape together. Through this comprehensive approach to human resource management, it is building not just a workforce, but a community of technology leaders who drive innovation and deliver exceptional value to its clients.

Internal Control Systems and their accuracy

ROX has established a comprehensive internal control framework that serves as the foundation for its operational integrity and financial discipline. Its systems are carefully designed to comply with the Companies Act 2013 and adhere to the COSO Internal Control - Integrated Framework, ensuring it meets both regulatory requirements and industry best practices. The framework provides reasonable assurance regarding the reliability of financial reporting, effectiveness of operations, and compliance with applicable laws and regulations. It maintains strict controls over financial transactions through a clearly defined delegation of authority that governs approval processes and expenditure limits at all organizational levels. The periodic review mechanisms ensure that business plans remain aligned with strategic objectives while adapting to changing market conditions. Technology plays a pivotal role in the Company's control environment, with enterprise-wide ERP systems maintaining accurate, real-time records across all business functions. These systems not only safeguard the Company's assets but also enhance decision-making through timely access to management information. Recognizing that effective controls must evolve with the business, it continuously assesses and enhances the Company's processes to address emerging risks and maintain the highest standards of corporate governance. This ongoing commitment to robust internal controls reinforces stakeholder confidence while supporting sustainable business growth in an increasingly complex regulatory landscape.

Key aspects of the Company's control environment include:

- Structured financial and operational controls
- Clear authorization protocols
- Integrated technology solutions
- Continuous monitoring and improvement

The internal control system represents more than just compliance; it is a strategic asset that protects company interests while enabling operational excellence.

Corporate Social Responsibility

ROX views Corporate Social Responsibility as an important part of its commitment to inclusive and sustainable development. During FY 2026, the Company invested ₹48.27 lakh across initiatives covering education, research and innovation, healthcare, disability empowerment, sanitation and livelihood development. The initiatives were undertaken in collaboration with academic institutions and non-profit organisations, with a focus on addressing specific community needs and creating sustainable social impact.

Advancing Education, Research and Innovation

As part of its focus on education and technology-led development, the Company contributed ₹25 lakh towards the establishment of an Artificial Intelligence Research Center at G.B. Pant University of Agriculture & Technology, Pantnagar.

The Center is intended to provide students, researchers and faculty with a platform to undertake research in Artificial Intelligence, Machine Learning, Data Analytics, Precision Agriculture and other emerging technologies. The initiative seeks to strengthen industry-academia collaboration, encourage academic research and nurture future technology leaders, while supporting the development of technology-driven solutions for real-world challenges.

Promoting Inclusion and Empowerment

The Company extended ₹10 lakh in CSR support to the National Institute for Empowerment of Persons with Multiple Disabilities (NIEPMD) towards infrastructure, technology and sports development.

The initiative supports improvements to rehabilitation, education and training facilities, while also contributing to sports infrastructure for students with disabilities. NIEPMD students have achieved success at the national level in Boccia and earned the opportunity to represent India internationally. Through this intervention, the Company is supporting greater access to infrastructure, technology, education and opportunities for persons with disabilities.

Supporting Rural Education and Livelihoods

The Company contributed ₹8 lakh through its partnership with Jeevidham Trust towards school sanitation and livelihood development in rural communities.

The initiative includes the construction and improvement of sanitation facilities in schools, supporting cleaner and safer learning environments for students. It also includes livelihood support for women through the provision of an Areca Leaf Plate Making Machine to a Women's Self-Help Group in Pallipuram Village. The initiative enables income generation through the production of biodegradable leaf plates while supporting entrepreneurship, financial independence and environmental sustainability.

Enabling Access to Critical Healthcare

As part of its focus on healthcare and child welfare, ROX provided ₹2.80 lakh through SOS Children's Villages India towards heart transplant surgery and recovery support for , a minor requiring urgent medical intervention.

The contribution supported surgery, post-operative treatment and recovery care, helping facilitate timely access to critical healthcare.

Creating Meaningful and Lasting Impact

The Company's CSR initiatives during FY 2026 span technology and education, disability inclusion, rural development, women's livelihoods and access to healthcare. Together, these interventions reflect ROX's focus on directing CSR investments towards areas with the potential to strengthen capabilities, improve access and support inclusive development.

Through continued engagement with academic institutions, non-profit organisations and community-focused initiatives, the Company aims to address critical societal needs while contributing to inclusive growth and nation-building.

Cautionary Statement

The Company's objectives, projections, outlook, expectations, estimates, and other information expressed in the Management Discussion and Analysis may be considered forward-looking statements under applicable securities laws and regulations. These statements are based on certain assumptions that the Company cannot guarantee. Several circumstances, some of which the Company may not have direct control over, could substantially impact the Company's operations. As a result, actual results may differ materially from such projections, whether expressed or implied, due to factors beyond the Company's ability to successfully implement its growth strategy. The Company assumes no obligation or responsibility to update forward-looking statements or to publicly amend, modify, or revise them to reflect events or circumstances that occur after the date of the statement based on subsequent development, information, or events. The Management of ROX presents below an analysis of its performance during the year under review, i.e., accounting year ended 31st March, 2026 (for the period April 1, 2025, to March 31, 2026).

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the members of ROX Hi-Tech Limited will be held on Wednesday, the 30th day of September 2026 at 11:30 am through video conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the members at a common venue, to transact the following business:

ORDINARY BUSINESS:

Item No: 1:

To receive, consider and adopt the Audited Standalone financial statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Directors and Auditors thereon.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 together with Reports of the Board of Directors and Auditors thereon laid before this said meeting, be and are hereby considered, approved and adopted."

Item No: 2

To receive, consider and adopt the Audited Consolidated financial statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Auditors thereon.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 together with Reports of the Auditors thereon laid before this said meeting, be and are hereby considered, approved and adopted."

Item No: 3

To appoint a director in place of Mr. J Kenny Robert (DIN: 10217214), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. J Kenny Robert (DIN: 10217214), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Item No: 4

To Declare Final Dividend on Equity shares for Financial Year ended March 31, 2026.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** a final dividend at the rate of Re. 1 (Rupee One only) per equity share of face value Rs. 10/- (Rupees Ten only) each be and is hereby declared for the financial year ended March 31, 2026 and the same be paid out of the profits of the company which was recommended at the Board meeting held on May 28, 2026 and the same is to be paid to those shareholders whose names appear in the Register of Members and / or in the records of the Depositories as beneficial owners of the shares as on the Record Date i.e. September 23, 2026 fixed for this purpose. "

SPECIAL BUSINESS:

Item No: 5

Re-appointment of Mr. Munusamy Murugan Senthil Kumar (DIN: 09161887) as Whole-Time Director of the Company.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to the approval of the Members of the Company and such other approvals, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Munusamy Murugan Senthil Kumar (DIN: 09161887) as the Whole-Time Director and Key Managerial Personnel of the Company for a further term of five (5) consecutive years commencing from 25th July, 2026 to 24th July, 2031, on such terms and conditions, including remuneration, as may be approved by the Board and mutually agreed upon between the Company and Mr. Munusamy Murugan Senthil Kumar.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, amend, vary and/or revise the terms and conditions of the said re-appointment, including the remuneration payable to Mr. Munusamy Murugan Senthil Kumar during his tenure, from time to time, provided that such variation or revision shall be in accordance with and within the limits prescribed under the Companies Act, 2013, read with Schedule V thereto, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

RESOLVED FURTHER THAT the Board of Directors and/or any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, including and to execute all such documents, writings and necessary filings with the Registrar of Companies and other statutory or regulatory authorities, as may be deemed necessary, desirable or expedient to give effect to this resolution. "

Item No: 6

To approve increase in overall borrowing limit of the Company under section 180(1)(c) of the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in supersession of the resolution passed by the shareholders of the Company on July 5, 2023 and pursuant to the provisions of Section 180(1) (c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) for borrowing any sum or sums of money from time to time, from any one or more of the Company's Bankers and / or from any one or more other persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or otherwise or all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total borrowing shall not exceed Rs. 350.00 Crores (Rupees Three Hundred and Fifty Crores only)."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers and Agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committee(s)/Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary, proper and fit to give effect to the aforesaid resolution."

Item No: 7

To seek approval under Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in supersession of the resolution passed by shareholders of the Company on July 5, 2023, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to create such mortgages, charges and hypothecation in addition to the existing mortgages, charges and hypothecation created by the Company, on all or any of the immovable and movable properties of the Company whosesoever situated, both present and future, and the whole or any part of the undertaking of the Company together with powers to take over the management of the business and concern of the Company in certain events, in such manner as may be deemed fit , to or in favor of all or any of the financial institutions/ banks/ lenders/ any other investing agencies or any other person(s)/ bodies corporate to secure rupee/ foreign currency loans and/ or the issues of debentures, bonds or other financial instruments (hereinafter collectively referred to as 'Loans'), provided that the total amount of Loans together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the agreements entered into/ to be entered into by the Company in respect of the said Loans, shall not, at any time exceed the limit of Rs. 350.00 Crores (Rupees Three Hundred and Fifty Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers and Agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committee(s)/Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary, proper and fit to give effect to the aforesaid resolution."

ROX HI-TECH LIMITED
CIN: L51506TN2002PLC048598
Old No. 101B, New No. 160,
1st & 3rd Floor, Mahalingapuram High Road
Nungambakkam, Chennai 600034.
investor@rox-hitech.com
https://rox-hitech.com/

Date: September 5, 2026
Place: Chennai

By order of the Board of Directors
For **ROX Hi-Tech Limited**

Sd/-
Thenmozhi
Company Secretary & Compliance Officer
Membership No: A66685

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020, 14/2020 dated April 08, 2020, and subsequent to the latest circular 09/2024 dated September 2024, issued in this regard (collectively referred to as "MCA Circulars") permitted holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being convened through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. Further, the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 and subsequent circulars issued in this regard, the latest being October 3, 2024 ('SEBI Circulars') has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

2. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act") the SEBI listing Regulations, and MCA Circulars, the 24th Annual General Meeting of the Company scheduled to be held only through VC/OAVM on Wednesday, the 30th day of September 2026 at 11:30 am (IST). The deemed venue for the AGM will be the Registered Office of the Company, i.e.,Old No. 101B, New No. 160, 1st & 3rd Floor, Mahalingapuram High Road, Nungambakkam, Chennai 600034.

3. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting and through the e-voting system provided during the meeting while participating through VC facility. The Company will also publish an advertisement in newspaper containing the details about the AGM i.e., the conduct of the AGM through VC/OAVM, date and time of the AGM, availability of the Annual Report at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/RTA and other matters as may be required.

4. Additional information as required under Listing Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors retiring by rotation / seeking appointment / re-appointment at this Meeting is annexed hereto.

5. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.

6. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

7. Notice of AGM are being sent in electronic mode to those members / beneficial owners whose e-mail Id's are registered and whose name appears in the Register of Members /Depositories Participant(s) as at closing business hours on Friday, September 04, 2026.

8. In compliance with MCA Circulars and SEBI Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/ CFD/ CMD2/CIR/P/2022/62 dated 13th May, 2022 the Annual Report for FY 2025-26 comprising the financial statements, Board's Report, and Auditor's Report is being sent electronically to all members whose email addresses are registered with the Company/Depositories.

9. The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning special business(s) as set out above from Item No.5 to 7 is annexed hereto. The relevant details required to be disclosed in respect to Directors seeking appointment/ re-appointment at this AGM pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, "(LODR Regulations or Listing Regulations)". Secretarial Standards on General Meeting ("SS-2") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, have been provided in Annexure to this Notice. Additional information as required under Listing Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors retiring by rotation at this Meeting is also annexed hereto.

10. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, September 23, 2026 to Wednesday, September 30, 2026 (both days inclusive) for the purpose of Annual General Meeting of the Company.

11. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for all the members.

12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

    Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as during the meeting will be provided by NSDL.

14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company https://rox-hitech.com/ The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia. com and also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting. nsdl.com.

15. The Companies (Management and Administration) Rules, 2014 stipulate that the remote electronic voting period shall close at 05:00 P.M (IST) on the date preceding the date of AGM. Accordingly, the remote e-Voting period will commence at 09:00 A.M (IST) on September 27, 2026 and will end at 05:00 P.M (IST) on September 29, 2026. The

remote e-Voting will not be allowed beyond the aforesaid period and time, and the remote e-Voting module shall be disabled by NSDL.

16. The Company has appointed Mrs. Sanka Indrani, Practising company secretary (COP No. 21983) to act as Scrutinizer to scrutinize the remote e-Voting process and voting during the AGM in a fair and transparent manner.

17. The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-Voting will not later than 2 working days from the conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with Scrutinizer's Report shall be placed on the website of the Company. The results shall simultaneously be communicated to stock exchange by the company where the shares of the Company are listed i.e. National Stock Exchange of India Limited placed on the Company's website https://rox-hitech.com/.

18. Subject to approval of the requisite number of votes, the Resolutions set out in this Notice for the AGM shall be deemed to be passed on the date of the meeting i.e. Wednesday, September 30, 2026.

19. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 23, 2026 are entitled to vote on the Resolutions set forth in this Notice. A person, who is not a member as on the cut-off date i.e. September 23, 2026 should treat this Notice for information purposes only.

20. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-Voting, i.e., September 23, 2026 such person may obtain the User ID and Password from NSDL by e-mail request to evoting@nsdl.co.in for all future communication members.

Dispatch of Annual Report through Electronic Mode:

21. In compliance with the MCA Circulars and SEBI Circular dated May 13, 2022 and January 05, 2023, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members as on cut-off date whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website https://rox-hitech.com/, website of the Stock Exchange, that is, National Stock Exchange of India Limited at www.nseindia.com, respectively, and on the website of Company's E-voting partner at https://www.evoting.nsdl.com.

22. For receiving all communication (including Annual Report) from the Company electronically:

    a. Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. NSDL has provided a facility for registration/ updation of e-mail address through the link: https://eservices.nsdl.com/kyc-attributes/#/login.

    b. the process to be followed for registration/updation of e-mail address by Members holding shares in physical mode, is given in this Notice.

Procedure for Inspection of Documents:

23. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to cs@rox-hitech.com.

24. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before September 23, 2026 to cs@rox-hitech.com. The same will be replied by the Company suitably.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday September 27, 2026 09:00 am and will end at 05:00 P.M (IST) on September 29, 2026. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 23, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 23, 2026.

How do I vote electronically using NSDL e-Voting system?

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ahyoka.nua1@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@rox-hitech.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@rox-hitech.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH

VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at this AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's e-mail address at cs@rox-hitech.com before 5.00 p.m. (IST) on September 25, 2026. Such queries will be appropriately responded by the Company

6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@rox-hitech.com. The same will be replied by the company suitably. Pre-registration should be done between September 28, 2026 09:00 am and 05:00 P.M (IST) on September 29, 2026.

Other Information:

As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc through their Depository Participant.

Non-Resident Indian members are requested to inform the Company/ respective DPs immediately of change in their residential status on return to India for permanent settlement.

Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to the RTA M/s. Purva Sharegistry India Private Limited at support@ purvashare.com as per the requirement of the aforesaid circular.

Members are requested to address all correspondence, including voting by electronic means if any, E-Voting Partner / to the Registrar and Share Transfer Agents and/or to the Company.

1. National Securities Depository Limited (E-Voting Partner)
   Contact Person: Ms. Prajakta Pawle
   NSDL, 4th Floor,'A' Wing, Trade World, Kamala Mills Compound,
   Senapati Bapat Marg, Lower parel,
   Mumbai 400 013
   Ph: 022 - 4886 7000 and 022 - 2499 7000
   Mail: evoting@nsdl.co.in

2. Purva Sharegistry India Private Limited (RTA)
   Contact Person: Mr. Purva Shah
   9 Shiv Shakti Industrial Estate,
   J.R. Boricha Marg, Lower Parel (E),
   Mumbai - 400011
   Ph: +91- 8928652025
   Mail: support@purvashare.com

3. ROX Hi-Tech Limited
   Contact Person: Ms. Thenmozhi
   Old No. 101B, New No. 160, 1st & 3rd Floor,
   Mahalingapuram High Road,
   Nungambakkam, Chennai 600034
   Ph: +91 98405 91830
   Mail: cs@rox-hitech.com

Details of the Director retiring by rotation and seeking re-appointment / appointment at the Annual General Meeting pursuant to (i) Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI) are as under:

Item No. 3 To appoint a director in place of Mr. Jeyasimmon Kenny Robert (DIN: 10217214), who retires by rotation and being eligible, offers himself for re-appointment.

Mr. Jeyasimmon Kenny Robert	**DIN: 10217214**
Age / DOB:	38 years / 29.09.1988
Qualifications	M S (G.S), M Ch (Surgical Oncology)
Experience (including expertise in specific functional area) / Brief Resume	Surgical Oncologist with more than 8 years of complex surgical and advanced laparoscopic experience. He has vast knowledge and experience in the Medical Automation.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Jeyasimmon Kenny Robert who was appointed as a Non-executive Non-Independent Director is liable to retire by rotation and eligible for reappointment
Remuneration (including sitting fees, if any) last drawn (FY 2025-26)	Only sitting fees.
Remuneration proposed to be paid	Sitting fees.
Date of first appointment on the Board	July 25, 2023.
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2026.	Not Applicable.
Relationship with other Directors / Key Managerial Personnel	Not Applicable
Number of meetings of the Board attended during the financial year 2025-26	8
Directorships of other Boards as on March 31, 2026	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2026.	Nil
Listed entities from which the Director has resigned in the past three years	Nil

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('ACT')

The following Statement sets out all material facts relating to Item No. 5 to 7 mentioned in the accompanying Notice.

Item No. 5: Re-appointment of Mr. Munusamy Murugan Senthil Kumar (DIN: 09161887) as Whole-time Director of the Company

Mr. Munusamy Murugan Senthil Kumar (DIN: 09161887) was initially appointed as an Executive Director of the Company with effect from May 2, 2021. Subsequently, the Board of Directors, at its meeting held on July 25, 2023, designated him as the Whole-time Director of the Company for a period of three years with effect from July 25, 2023. His present tenure as Whole-time Director will accordingly expire on July 24, 2026.

Considering his experience, expertise, contribution to the operations and growth of the Company and the responsibilities being discharged by him, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved and recommended the re-appointment of Mr. Munusamy Murugan Senthil Kumar as Whole-time Director of the Company for a further period of five (5) years with effect from July 25, 2026 to July 24, 2031, subject to the approval of the Members of the Company.

The existing powers, duties and authorisations delegated to Mr. Munusamy Murugan Senthil Kumar by the Board of Directors shall continue during his tenure, subject to such modifications as may be determined by the Board from time to time.

The terms and conditions of his re-appointment, including the remuneration payable to him, are set out in the resolution accompanying this Notice.

General Terms of Remuneration:

a. In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Munusamy Murugan Senthil Kumar, the remuneration by way of salary, allowances, perquisites and other benefits shall be paid in accordance with the applicable provisions of Section 197 read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.

b. Perquisites shall be valued in terms of the actual expenditure incurred by the Company in providing the benefits. Where the actual amount of expenditure cannot be ascertained with reasonable accuracy, the perquisites shall be valued in accordance with the applicable Income-tax Rules.

c. Mr. Munusamy Murugan Senthil Kumar, being a Whole-time Director, shall not be entitled to any sitting fees for attending meetings of the Board of Directors or any Committee thereof.

Mr. Munusamy Murugan Senthil Kumar has given his consent to continue to act as a Director of the Company and has confirmed that he is not disqualified from being appointed/re-appointed as a Director pursuant to Sections 164(1) and 164(2) of the Companies Act, 2013. He has further confirmed that he is not debarred from holding the office of Director by virtue of any order issued by the Securities and Exchange Board of India ("SEBI") or any other regulatory authority.

The re-appointment and remuneration of Mr. Munusamy Murugan Senthil Kumar shall be subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The information relating to Mr. Munusamy Murugan Senthil Kumar, including his brief profile, nature of expertise in specific functional areas and other particulars required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is provided in Annexure to the Notice.

Mr. Munusamy Murugan Senthil Kumar is concerned or interested, financially or otherwise, in the resolution relating to his re-appointment. His relatives may also be deemed to be concerned or interested in the resolution to the extent of their shareholding, if any, in the Company.

None of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Considering his experience, expertise and continued contribution to the Company, the Board is of the opinion that the re-appointment of Mr. Munusamy Murugan Senthil Kumar as Whole-time Director would be in the best interests of the Company.

Terms and Conditions of Re-appointment of Mr. Munusamy Murugan Senthilkumar (DIN: 09161887) as Whole-Time Director

Salary ₹1,50,000/- per month.

Perquisites:

Category A:

- Medical Reimbursement for self and family as per the rules of the Company.
- Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company.

Category B:

- Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
- Encashment of leave as per the rules of the Company.

Category C:

- Car, telephone at residence and mobile phone for use on Company's business.
- All other terms and conditions as applicable to employees of the Company.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meetings]

Name of Director	Munusamy Murugan Senthil Kumar
Date of Birth and Age	44 years / 04-01-1982
DIN	09161887
Date of appointment of the Board	21-05-2021
Educational Qualifications	B. Tech Information Technology
Nature of Expertise/Skills	He has over 25 years of experience in the IT and System Integration industry.
Brief Profile	"Unlocking the potential of technology through strategic leadership" is the guiding principle of our esteemed strategist at ROX. With a strong technical foundation and a track record of multiple certifications, he embarked on a successful career journey that led him to become a techno commercial professional with exceptional management skills. His expertise has enabled him to onboard and manage multiple Fortune 1000 global clients, delivering outstanding results and earning accolades for his organization. With over two decades of experience spanning various industries, he specializes in transforming and optimizing IT investments for maximum efficiency. His ability to drive results and bring recognition to his organization has made him a highly respected figure in the field. He is deeply passionate about driving positive change through innovation and collaboration, recognizing the immense power of technology to fuel growth, evolution, and progress. Additionally, he has a rich experience in designing complete infrastructure solutions in Network security, Datacentre Collaboration, and Industrial IoT solutions.

Name of Director	Munusamy Murugan Senthil Kumar
Companies (other than ROX HI-TECH LIMITED) in which he holds Directorships and Committee Membership.	None
Number of Equity Shares held in the Company.	95000
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company.	None
Terms and conditions of appointment and details of remuneration to be paid.	As stated in the resolution
Remuneration last drawn: (as on March 31, 2026).	Rs. 18,00,000

Item No: 6 To approve increase in overall borrowing limit of the Company under section 180(1)(c) of the Companies Act, 2013.

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to section 180(1)(c) and other applicable provisions of companies act, 2013 provides that the Board of Directors shall not borrow in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

Accordingly, the members of the company previously approved an amount of up to Rs.250 crores as the borrowing limit under Section 180(1)(c) of the Act. Considering the increase in the business of the company and the expansion plans it is proposed to increase the limit of borrowing under Section 180(1)(c) of the Act to Rs. 350 Crore/- (Rupees Three Hundred and Fifty Crores) to enable the Board to borrow money depending on the requirements of the company from time to time. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item no. 6 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 7: To seek approval under Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company.

In order to secure the borrowing made by the Company by the lenders, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company in favour of the lenders. In terms of the provisions of Section 180(1)(a) read with Section 110 of the Companies Act, 2013 and Rules made thereunder consent of the Shareholders of the Company by way of a Special Resolution through Postal Ballot is required to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking or undertakings of the company.

In terms of MCA Notification dated February 9, 2018, any item of business required to be transacted by means of postal ballot, may be transacted at a general meeting by a company which is required to provide the facility to members to vote by electronic means in terms of the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the company is providing the facility to its members to enable them to vote on resolutions at the general meeting, by electronic means. Accordingly, the Special Resolution for creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the Company, is proposed to be passed in this AGM.

The Company has obtained approval of the members under Section 180(1)(a) of the Companies Act, 2013 for an amount of up to Rs.250 crores. In view of the increase in the borrowing limit under Section 180(1)(c) of the Act and the requirements under Section 180(1)(a) of the Act, approval of the members is sought by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security on the assets of the company up to an amount of Rs. 350 crores/- (Rupees Three Hundred and Fifty Crores Only) if and when necessary. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item no. 7 for approval by the members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ROX HI-TECH LIMITED
CIN: L51506TN2002PLC048598
Old No. 101B, New No. 160,
1st & 3rd Floor, Mahalingapuram High Road
Nungambakkam, Chennai 600034.
investor@rox-hitech.com
https://rox-hitech.com/

Date: September 5, 2026
Place: Chennai

By order of the Board of Directors
For **ROX Hi-Tech Limited**

Sd/-
Thenmozhi
Company Secretary & Compliance Officer
Membership No: A66685

DIRECTORS' REPORT

Dear Members,

The Board of Directors hereby submits the 24th Annual Report of your Company ("the Company" or "ROX"), along with the Audited Financial Statements, for the financial year ended March 31, 2026 (FY 2025-26).

FINANCIAL RESULTS AND STATE OF COMPANY AFFAIRS:

(₹ in Lakh)

PARTICULARS	CONSOLIDATED		STANDALONE	
	YEAR ENDED 31.03.2026	YEAR ENDED 31.03.2025	YEAR ENDED 31.03.2026	YEAR ENDED 31.03.2025
Revenue from operations	20,298.26	18745.74	20,792.43	18,650.68
Other income	270.86	268.30	270.86	268.30
Total Income	**20,569.13**	**19014.04**	**21,063.30**	**18,918.98**
Cost of Consumption	15,009	13,841.69	15,425.52	13,808.13
Employee Benefits Expenses	1,590.58	1285.00	1,530.20	1,285.00
Finance Costs	654.64	460.17	654.12	460.17
Depreciation & Amortisation Expenses	170.54	105.66	170.54	105.66
Other Expenses	1,057.76	705.22	1,056.95	705.22
Total Expenses	**18,482.75**	**16,397.75**	**18,837.33**	**16,364.18**
Profit before Tax	**2,086.38**	**2,616.29**	**2,225.97**	**2,554.80**
Tax Expenses:				
Current Tax	468.89	628.51	468.89	628.51
Deferred Tax	(6.86)	(5.49)	(6.86)	(5.49)
Profit After Tax	**1,692.75**	**1,993.27**	**1,763.94**	**1,931.78**
Earnings Per Share (Basic)	**7.11**	**8.73**	**7.72**	**8.46**
Earnings Per Share (Diluted)	**7.37**	**8.73**	**7.69**	**8.46**

A detailed analysis of the financials and business performance of the Company during the year under review is provided below.

FINANCIAL PERFORMANCE

The Company recorded revenue of ₹20,792.43 Lakhs, reflecting a 11.5% increase over the previous year's ₹18,650.68 Lakhs. Profit after tax (PAT) stood at ₹1,763.94 Lakhs, decreased by 9% as against ₹1,931.78 Lakhs in FY 2024–25. Earnings per share (EPS) was ₹7.72, as compared to ₹8.46 in the previous year, indicating steady revenue growth but a marginal dip in profitability due to increased employee and finance costs.

INDUSTRY DEVELOPMENTS & BUSINESS OUTLOOK:

The global and domestic information technology landscape continues to witness rapid structural transformations characterized by accelerated cloud migration, zero-trust cybersecurity architectures, and cognitive artificial intelligence integration. Amid broader macroeconomic recalibrations and global supply chain realignments, enterprise IT investment has transitioned from discretionary modernization to mission-critical infrastructure resilience. Indian and multinational corporations are consistently allocating capital toward robust network frameworks, scalable hybrid-cloud environments, and secure digital delivery mechanisms, thereby expanding the addressable market for integrated systems engineering and enterprise solutions.

ROX Hi-Tech Limited continues to leverage its domain expertise as a premier end-to-end technology solutions provider and systems integrator. In line with the strategic directives of the Board of Directors, the Company has deepened its operational competencies across key business verticals, including enterprise infrastructure, hyperconverged architectures, multi-cloud management, managed security operations, and zero-trust data center networking. Furthermore, the Company is actively integrating artificial intelligence, Industrial Internet of Things frameworks, and workplace automation capabilities into mainstream client engagements to optimize client productivity, process reliability, and operational efficiencies.

In furtherance of its geographic diversification strategy, the Company has established strategic global presences across key jurisdictions, including step-down subsidiaries in Singapore Mauritius, Denmark, and the United States. This multi-jurisdictional infrastructure enables the Company to capture international cross-border IT integration demand, access foreign currency consulting and high-margin service contracts, and optimize global client delivery pipelines through scalable execution models, accelerating the Company's transition into a multi-geography technology partner.

With a robust order pipeline, strategic OEM alliances, dedicated technical engineering capabilities, and expanding global market penetration, ROX Hi-Tech Limited is well-positioned to capitalize on evolving industry tailwinds. The Company remains focused on maintaining execution discipline, optimizing operational costs, defending operating margins, and delivering sustainable, long-term stakeholder value.

DIVIDEND AND TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

During the financial year under review, the Company declared a dividend of 10% of the face value of the equity shares for the financial year 2025–26, subject to approval of the Members at the ensuing Annual General Meeting.

The dividend, if approved by the Members, will be paid to the eligible shareholders in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Regulations.

To bring transparency in the matter of declaration of dividend and protect the interests of investors, the company had adopted a Dividend Distribution Policy since listing of its shares. The policy has been displayed on the Company's website at link https://www.rox.co.in/Investor-corner/Policies/div-dis-policy/index.html.

There is no amount lying with the Company as unpaid/unclaimed dividend which is to be transferred to Investors Education and Protection Fund ("IEPF") of the Central Government pursuant to Section 124(5) of the Act.

TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

During the year the Company has not transferred any amount from the surplus in the Statement of Profit and Loss to the General Reserves. Further no amount is proposed to be transferred to reserves during the year under review.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There have been no material changes or commitments affecting the Company's financial position since the end of the financial year to the date of this report.

CHANGE IN THE NATURE OF BUSINESS

During the year under review, there has been no change in the nature of the business of the Company and the Company continues to engage in the same line of business activities.

INFORMATION ABOUT HOLDING / SUBSIDIARY/ JV/ ASSOCIATE COMPANY

As part of the Company's long-term growth strategy, the Company has established a presence in key international markets to strengthen its global operations, serve existing clients more effectively, explore new business opportunities and enhance its international delivery capabilities.

The Company has a presence across Singapore, Mauritius, the United States of America and Denmark, enabling it to strengthen its engagement with local customers, enhance regional capabilities, comply with applicable local requirements and build its brand presence across key global markets.

These international operations continue to support the Company's objective of expanding its global footprint and strengthening its capabilities across high-potential markets.

The statement under Section 129(3) of the Companies Act, 2013 in respect of the subsidiaries in Form AOC-1 is attached as Annexure I. The Consolidated Accounts of your Company duly audited by the Statutory Auditors are presented as part of this Report.

The financial statements together with related information and other reports of the subsidiaries are available on the https://rox-hitech.com/.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement it is hereby confirmed that:

a) in the preparation of the annual accounts for the year ended March 31, 2026, the applicable accounting standards read with requirements set out under Schedule III to the Act have been followed and there are no material departures from the same;

b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and of the profit of the Company for the year ended on that date;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

STATUTORY AUDITORS AND REPORT THEREON

The Statutory Auditors' Report on the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, issued by M/s. Krishaan & Co., Chartered Accountants, is unmodified, clean, and does not contain any qualification, reservation, adverse remark, or disclaimer.

The notes and observations referred to in the Auditors' Report are self-explanatory and do not call for any further comments or explanations from the Board under Section 134(3)(f) of the Companies Act, 2013. Furthermore, no fraud was reported by the Statutory Auditors under Section 143(12) of the Act during the year under review.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed Mrs. Sanka Indrani, (CP No. 21983) Practising Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit Report issued by them for the financial year ended March 31, 2026, is attached as Annexure VI to this Report. The Secretarial Audit Report does not contain any qualifications, reservations, or adverse remarks.

COST AUDIT / COMPLIANCE:

The provisions under Section 148 of Companies Act 2013 and the Companies (Cost records and audit) Rules, 2014 is not applicable to the Company. Accordingly, the company is not required to maintain cost records as per the Companies (Cost Records and Audit) Amendments Rules, 2014 for the Financial Year 2025-2026.

INTERNAL CONTROL SYSTEM

Your Company has deployed adequate Internal Control Systems in place to ensure the smooth functioning of its business. The processes and the systems are reviewed constantly and changed to address the changing regulatory and business environment. The Control Systems provide a reasonable assurance of recording the transactions of its operations in all material aspects and of providing protection against misuse or loss of the Company's assets. The ERP system which the Company implemented has helped in further strengthening the internal control systems that are in place.

The existing Internal Control Systems and their adequacy are frequently reviewed and improved upon to meet the changing business environment. The Statutory Auditors as well as the Internal Auditors periodically review the Internal Control Systems, Policies and Procedures for their adequacy, effectiveness and continuous operation for addressing risk management and mitigation strategies.

INTERNAL AUDITOR:

M/s. Sundaresan & Subramanian LLP, Chartered Accountants (Firm Registration No. 008922S), Internal Auditors of the Company have carried out the Internal Audit for FY 2025-26. The reports and findings of the Internal Auditors are reviewed by the Audit Committee and the Board.

In terms of the provision of section 138(1) of the companies Act, 2013 and Rule 13 of the Companies (Accounts) Rules 2014, Company has re-appointed 008922S, Chartered Accountants (Firm Registration No. 008922S), having office at 19/8, Swathi Complex. Bazullah Road, T Nagar, Chennai – 600017 Tamil Nadu, as Internal Auditors to carry out internal audit for the financial year 2026-27.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Auditors of the Company have not reported any instances of fraud as specified under the second proviso of Section 143(12) of the Act read with Rule 13 of the Companies (Audit and Auditors) Rules, 2014.

RISK MANAGEMENT

The Company has formulated and implemented a robust Risk Management Policy and constituted a Risk Management Committee to assist the Board in identifying, evaluating, monitoring, and mitigating key operational, financial, cybersecurity, legal, and regulatory risks.

The Committee and the Board periodically review the risk management framework, assessment procedures, and mitigation strategies to ensure business resilience, sustainable growth, and effective internal controls. In the opinion of the Board, there are no elements of risk that threaten the existence or going-concern status of the Company.

The detailed Risk Management Policy of the Company is accessible on the Company's website at https://roxhitech.com/.

VIGIL MECHANISM AND WHISTLE-BLOWER POLICY

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy in accordance with the provisions of Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 7 of the Companies (Meeting of the Board and its Power) Rules 2014. The policy enables directors, employees and business associates to report unethical behaviour, malpractices, wrongful conduct, fraud, violation of Company's code of conduct, leak or suspected leak of unpublished price sensitive information without fear of reprisal for appropriate action. Under the vigil mechanism, all directors, employees, business associates have direct access to the Chairman of the Audit committee.

The whistle blower policy can be accessed at https://roxhitech.com/.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In compliance with Section 135 of the Companies Act, 2013 read with the Rules made thereunder, the Company has formed Corporate Social Responsibility ("CSR") Committee. The Company has framed a Corporate Social Responsibility (CSR) Policy as required under Section 135 of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, to oversee the CSR activities initiated by the Company. The CSR Committee has adopted a CSR Policy in accordance with the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder. The details of the CSR initiatives undertaken by the Company during the FY 2025-26 in the prescribed format are annexed as Annexure- III.

COMPLIANCE OF SECRETARIAL STANDARDS

During the year, your Company has complied with the Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Employee relations continued to be cordial during the year under review. The Company continued its thrust on Human Resources Development. The Board wishes to place on record its appreciation to all the employees of the Company for their sustained efforts and immense contribution to the performance and growth of the Company during the year. As of March 31, 2026, the Company has a total of 152 employees, comprising of 98 male employees and 54 female employees.

DISCLOSURE UNDER MATERNITY BENEFITS ACT, 1961

Your Company complies with the provisions of the Maternity Benefits Act, 1961, ensuring eligible women members receive their statutory entitlements, including up to 182 days of fully paid maternity leave and additional provisions in cases of medical complications or pregnancy loss. These benefits reflect our commitment to creating a compliant, inclusive, and supportive workplace that prioritizes the health and well-being of expecting and new mothers.

BORROWINGS

As on March 31, 2026, the total outstanding borrowings of the Company stood at Rs. 6,888.23 Lakhs, comprising both secured and unsecured financial facilities availed from banks and financial institutions in the ordinary course of business.

SHARE CAPITAL

1. **Authorised Share Capital**

   During the financial year under review, the Authorised Share Capital of the Company was increased from Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 equity shares of Rs. 10/- each to Rs. 40,00,00,000/- (Rupees Forty Crores only) divided into 4,00,00,000 equity shares of Rs. 10/- each, pursuant to the approval of the Members at the 23rd Annual General Meeting held on September 29, 2025.

2. Paid-Up Equity Share Capital

During the year under review, the Company allotted 1,01,338 equity shares of face value of Rs. 10/- each fully paid-up at par pursuant to the exercise of vested stock options under the ROX Employee Stock Option Plan, 2024 (ESOP 2024). Consequently, as on March 31, 2026, the Paid-up Equity Share Capital of the Company stood at Rs. 22,93,76,880/- comprising 2,29,37,688 fully paid-up Equity Shares of Rs. 10/- each.

Issue of shares, including disclosure about ESOP and Sweat Equity Share:

a) **EMPLOYEES STOCK OPTION PLAN:** During FY 2025–26, 1,01,338 stock options were exercised by eligible employees and converted into an equivalent number of fully paid-up equity shares of face value Rs. 10/- each on February 10, 2026, in compliance with Section 62(1)(b) of the Companies Act, 2013 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

b) **SHARE WARRANTS:** Pursuant to the approval of Members at the 23rd AGM and in-principle approval from the National Stock Exchange of India Limited (NSE), the Company allotted 30,92,782 Fully Convertible Warrants at an issue price of Rs. 48.50/- per warrant to the Promoter & Promoter Group on a preferential basis upon receipt of the mandatory 25% upfront subscription consideration.

c) **BUY BACK OF SECURITIES:** The Company has not bought back any of its securities during the year under review.

d) **SWEAT EQUITY:** The Company has not issued any Sweat Equity Shares during the year under review.

e) **BONUS SHARES:** The Company has not issued any Bonus Shares during the year under review.

f) **ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS AS TO DIVIDEND, VOTING OR OTHERWISE:** The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise.

g) **ISSUE OF SHARES (INCLUDING SWEAT EQUITY SHARES) TO EMPLOYEES OF THE COMPANY UNDER ANY SCHEME:** The Company has not issued any shares (including sweat equity shares) to employees of the Company under any scheme.

CREDIT RATING

On the backdrop of strong financial performance, the credit ratings of the Company also continued to improved. Rating agencies have taken note of the sustained revenue growth, improvement in consolidated business and financial risk profiles, strong Free Cash Flow ('FCF') generation.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts and arrangements entered into by the Company with Related Parties during the financial year 2025–26 were in the ordinary course of business, on an arm's length basis, and in full compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Prior approval of the Audit Committee and Board of Directors was obtained wherever required

The particulars of contracts or arrangements entered into with related parties referred to in Section 188(1) of the Act in the prescribed Form AOC-2 are annexed as Annexure-II to this Report. Further, detailed related party disclosures are provided in Note 30 to the Standalone and Consolidated Financial Statements.

The Policy on Related Party Transactions is available on the Company's website at https://rox-hitech.com/.

DEPOSITS

Your Company has not accepted any deposits during the year under review and as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED UNDER SECTION 186 OF THE ACT

The Company has not given any Loans, Investments and Guarantees during the Financial Year under Section 186 of the Act.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 ("POSH ACT")

The Company is committed to providing a safe, secure, and inclusive work environment free from sexual harassment and discrimination. In compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("PoSH Act") and the Rules framed thereunder, the Company has adopted a comprehensive Anti-Sexual Harassment Policy and duly constituted an Internal Complaints Committee (ICC) with requisite representation, including an external independent legal expert.

The Company regularly conducts awareness sessions, employee sensitization drives, and mandatory annual refresher trainings to reinforce a zero-tolerance culture toward sexual harassment across all operational locations and subsidiary units. The statutory Annual Report under the PoSH Act has been filed with the competent local authority, with full compliance confirmed across all statutory mandates.

During the financial year ended March 31, 2026, the Company received no complaints of sexual harassment, no cases were pending disposal from the previous financial year, and accordingly, no disciplinary actions or investigations were initiated during the year under review.

MANAGERIAL REMUNERATION, EMPLOYEE INFORMATION AND RELATED DISCLOSURES

Employee relations continued to be cordial during the year under review. The Company continued its thrust on Human Resources Development.

The remuneration paid to Directors, Key Managerial Personnel, and Senior Management Personnel during FY 2025-26 was in accordance with the NRC Policy of the Company. Disclosures required under the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, relating to the remuneration and other details as required are annexed to this Report as ANNEXURE- IV.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are as following:

A. CONSERVATION OF ENERGY:

We are committed to sustainability as a key driver of long-term value for our stakeholders and clients. Over the past year, we've reduced our environmental impact by optimizing processes, upgrading to energy-efficient equipment, and adopting smart technologies. Most offices now use LED lighting and cloud-based IT systems, lowering energy use. We've also installed rainwater harvesting wells, and eliminated single-use disposables. As we continue to embed sustainability into our business practices, we remain committed to generating a positive environmental impact while delivering lasting value to our investors.

B. TECHNOLOGY ABSORPTION

(i)	the efforts made towards technology absorption;	The Company actively monitors emerging trends and advancements across key technology domains, including Generative AI, Mobility, Data Platforms, Analytics & AI, Cybersecurity, Cloud Computing, and IoT. A new strategic focus has been initiated on Industry Cloud Platforms to enhance customer value. The Company has also developed solutions in Digital Process Automation using intelligent automation tools. Additionally, it pursues continuous quality improvement through training programs, project monitoring tools, and the deployment of advanced technologies to drive efficiency and productivity.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -	
	(a) the details of technology imported;	
	(b) the year of import;	
	(c) whether the technology been fully absorbed;	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	
(iv)	the expenditure incurred on Research and Development.	The company does not have any research and development facility and has not incurred any expenditure towards research and development.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the financial year, the Company strengthened its global market presence through strategic client engagements, digital transformation solutions, and a focus on delivery excellence. A substantial share of revenue was generated from exports to North America, Europe, South Asia Region.

To further enhance its export performance and accelerate international market penetration, the Company implemented key strategic initiatives, including targeted investments in emerging technology domains such as Generative AI and enterprise cybersecurity to cater to evolving global demand, active participation in prominent international trade fairs and global industry forums to bolster brand visibility and drive enterprise client acquisition, and the establishment of high-impact strategic alliances and localized regional partnerships across key overseas jurisdictions.

(₹ in Lakh)

Particulars	2025-26	2024-25
1) Earnings in foreign currency	27.66	3.91
2) Expenditure in foreign currency	65.28	9.29

ANNUAL RETURN

Pursuant to the provisions of Section 92(3) and Section 134(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Annual Return of the Company as on 31st March, 2026 is available on the Company's website and can be accessed at https://rox-hitech.com/.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on March 31, 2026, the Board of Directors of your Company comprised of seven (07) Directors, viz., Three (03) Executive Directors including one (1) women Executive Directors, Three (03) Independent Directors and One (01) Non – Executive Non – Independent Director. As per the Articles of Association of the Company, one third of the Directors (other than Independent Directors) are liable to retire by rotation at the Annual General Meeting ("AGM") of the Company, every year. Mr. Kenny Robert (DIN: 10217214) retires by rotation at the ensuing 24th AGM and being eligible, offers himself for re-appointment.

INDEPENDENT DIRECTORS

Pursuant to Section 149 of the Companies Act, 2013 and the SEBI Listing Regulations, Mr. Alagar Rajagopalan, Mr. Ethirajulu Bandaru, and Mr. Hariharan Dharmarajan are the Independent Directors of the Company as on the date of this Report. Mr. C. D. Balaji ceased to be an Independent Director w.e.f. July 31, 2025.

All Independent Directors have furnished the requisite declarations confirming compliance with the independence criteria under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and have confirmed that no circumstances exist that could impair their independent judgment.

The Independent Directors have also complied with the applicable requirements relating to inclusion in the databank maintained by the Indian Institute of Corporate Affairs.

KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Sections 2(51) and 203 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Key Managerial Personnel of the Company during the financial year 2025–26 were Mr. Jim Rakesh, Managing Director; Mrs. Sukanya Rakesh, Whole-Time Director & Chief Financial Officer; Mr. Munusamy Murugan Senthil Kumar, Whole-Time Director; and Ms. Thenmozhi, Company Secretary & Compliance Officer.

During the financial year under review, there were no appointments, resignations, or changes in the Key Managerial Personnel of the Company, and all designated personnel continued in their respective offices in compliance with statutory requirements.

CORPORATE GOVERNANCE

The Equity Shares of the Company are listed on the SME platform (NSE Emerge) of the National Stock Exchange of India Limited. Pursuant to Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the mandatory corporate governance provisions under Regulations 17 to 27, Clauses (b) to (i) and (t) of Regulation 46(2), and Paras C, D, and E of Schedule V are not applicable to the Company. However, the Company voluntarily adheres to robust corporate governance standards to ensure transparency, accountability, and sustainable stakeholder value creation.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is presented in a separate section, forming part of the Annual Report.

NUMBER OF BOARD MEETINGS AND ATTENDANCE OF DIRECTORS

During the financial year 2025–26, the Board of Directors met 8 (eight) times in compliance with Section 173 of the Companies Act, 2013 and Secretarial Standard on Meetings of the Board of Directors (SS-1), on April 21, 2025, May 28, 2025, August 25, 2025, September 05, 2025, October 29, 2025, November 14, 2025, December 30, 2025, and February 10, 2026. The intervening gap between any two consecutive meetings was well within the period prescribed under the Act and the SEBI (LODR) Regulations, 2015, and the requisite quorum was present at all the meetings.

The composition of the board and the details of meetings attended by its members are given below:

Sl. No.	Director	Designation	No. of meetings entitled	No. of meetings attended
1.	Mr. Jim Rakesh	Chairman & Managing Director	8	8
2.	Mrs. Sukanya Rakesh	Whole-time Director & CFO	8	8
3.	Mr. Murugan Munusamy Senthilkumar	Whole-time Director	8	8
4.	Mr. Alagar Rajagopalan	Independent Director	8	8
5.	Mr. C.D. Balaji*	Independent Director	2	2
6.	Mr. Hariharan Dharmarajan	Independent Director	6	6
7.	Mr. Ethirajulu Bandaru	Independent Director	8	8
8.	Mr. Jeyasimmon Kenny Robert	Non-Executive Non- Independent Director	8	8

**Resigned from Board on July 31, 2025.*

Detailed agenda notes and comprehensive operational presentations are circulated to the Board in advance of each meeting to facilitate informed, transparent decision-making and strategic oversight.

Non-Executive Independent Directors and Non-Executive Directors who are not part of the promoter group are paid a sitting fee of Rs. 20,000/- for attending each meeting of the Board and its committees.

The remuneration payable to Executive Directors is recommended by the Nomination and Remuneration Committee based on annual performance appraisals and is approved by the Board within the limits sanctioned by the shareholders and applicable statutory provisions.

COMMITTEES OF THE BOARD

As on March 31, 2026, the company has four Board level committees:

A) Audit Committee
B) Nomination and Remuneration Committee
C) Stakeholders Relationship Committee
D) Corporate Social Responsibility Committee

The composition of various Committees of the Board of Directors is available on the website of the Company. The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference of various committees. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance are provided below.

A. AUDIT COMMITTEE

The Audit Committee of the Company consists of 3 Independent Directors and 1 Executive Director. The Chairman of the Audit Committee is financially literate and majority of them having accounting or related financial management experience. Company Secretary acts as Secretary to the Committee.

During the Financial Year 2025 -26, The Audit Committee held four (4) meetings on May 28, 2025, August 25, 2025, November 14, 2025 and February 10, 2026.

The composition of the Committee as on March 31, 2026 and the details of meetings attended by its members during the financial year 2025-2026 are given below:

Sl. No	Director	Designation	No. of Meeting Entitled	No. of Meeting attended
1.	Alagar Rajagopalan (DIN: 00231112)	Chairman	4	4
2.	Ethirajulu Bandaru (DIN: 10006643)	Member	4	4
3.	C. D. Balaji* (DIN: 07800285)	Member	1	1
4.	Hariharan Dharmarajan (DIN: 11247320)	Member	3	3
5.	Jim Rakesh (DIN: 01722482)	Member	4	4

**Resigned from Board on July 31, 2025.*

All recommendations of Audit Committee during the year under review were accepted by the Board of Directors. The role and terms of reference of the Committee are in consonance with the requirements mandated under Section 177 of the Companies Act, 2013 and Listing Regulations and is available on the website of the Company at https://rox-hitech.com/.

B. NOMINATION AND REMUNERATION COMMITTEE

In pursuant to the provisions of section 178 (4) of the Companies Act, 2013, the Nomination and Remuneration Policy recommended by the Nomination and Remuneration committee is duly approved by the Board of Directors of the Company. Policy is disclosed on the website of the Company viz. https://rox-hitech.com/

During the Financial Year 2025-26, the Nomination and Remuneration Committee held 02 (Two) meeting on August 25, 2026 and February 10, 2026.

The composition of the Committee and the details of meetings attended by its members are given below:

Sl. No	Director	Designation	No. of Meeting Entitled	No. of Meeting attended
1.	Alagar Rajagopalan (DIN: 00231112)	Chairman	2	2
2.	Ethirajulu Bandaru (DIN: 10006643)	Member	2	2
3.	Hariharan Dharmarajan (DIN: 11247320)	Member	1	1
4.	Jim Rakesh (DIN: 01722482)	Member	2	2

The role and terms of reference of the Committee are in consonance with the requirements mandated under Section 178 of the Companies Act, 2013 and Listing Regulations and is available on the website of the Company at https://rox-hitech.com/.

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The following Committee of Directors looks after the Investor Grievances. During the Financial Year 2025-26, the Company held 01 (One) Stakeholders' Relationship Committee meeting on February 10, 2026.

The composition of the Committee and the details of meetings attended by its members are given below:

Sl. No	Director	Designation	No. of Meeting Entitled	No. of Meeting attended
1.	Alagar Rajagopalan (DIN: 00231112)	Chairman	1	1
2.	Ethirajulu Bandaru (DIN: 10006643)	Member	1	1
3.	Hariharan Dharmarajan (DIN: 11247320)	Member	1	1
4.	Jim Rakesh (DIN: 01722482)	Member	1	1

The role and terms of reference of the Committee are in consonance with the requirements mandated under Section 178 of the Companies Act, 2013 and Listing Regulations and is available on the website of the Company at https://rox-hitech.com/.

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee has been formed by the Board of Directors, in terms of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Rule 9 of the Companies (Accounts) Rules 2014.

During the Financial Year 2025-26, the Corporate Social Responsibility Committee meeting held 02 (Two) viz May 28, 2025 and February 10, 2026.

The composition of the Committee and the details of meeting attended by its members are given below:

Sl. No	Director	Designation	No. of Meeting Entitled	No. of Meeting attended
1.	Ethirajulu Bandaru (DIN: 10006643)	Chairman	2	2
2.	Alagar Rajagopalan (DIN: 00231112)	Member	2	2
3.	C. D. Balaji* (DIN: 07800285)	Member	1	1
4.	Hariharan Dharmarajan (DIN: 11247320)	Member	1	1
5.	Jim Rakesh (DIN: 01722482)	Member	2	2

**Resigned from Board on July 31, 2025.*

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES, AND DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, in consultation with the Nomination and Remuneration Committee, has established a structured framework for evaluating the performance of the Board as a whole, its Committees, and individual Directors, including Independent Directors. The evaluation process assesses key parameters such as board dynamics, committee effectiveness, strategic inputs, governance standards, and fulfillment of independence criteria.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company conducts structured familiarization programmes to update Independent Directors on the Company's operations, business model, technological domain advancements, risk management framework, and statutory roles and responsibilities. The details of the familiarization programme are accessible on the Company's website at www.rox-hitech.com.

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors have submitted requisite declarations confirming that they satisfy the criteria of independence specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations, and that they have registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA). The Board, after due assessment, has taken these declarations on record and confirmed that the Independent Directors remain independent of the management and are not subject to any circumstances impairing their objective judgment. The terms and conditions of their appointment are hosted on the Company's website.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

In compliance with Schedule IV (Code for Independent Directors) to the Companies Act, 2013 and Regulation 25(3) of the SEBI Listing Regulations, a separate meeting of the Independent Directors was convened on February 10, 2026, without the presence of Non-Independent Directors and members of management. The Independent Directors reviewed the performance of Non-Independent Directors, evaluated the performance of the Chairman and the Board as a whole, and assessed the quality, quantity, and timeliness of information flow between the Management and the Board. All Independent Directors attended the meeting.

CODE FOR PREVENTION OF INSIDER TRADING

Pursuant to the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has adopted a Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons, along with a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI). The framework incorporates a Policy for Determination of Legitimate Purposes and standard operating procedures for inquiry in case of leak or suspected leak of UPSI. To ensure statutory compliance, the Company maintains a Structured Digital Database (SDD) internally with adequate time-stamping and audit trails to track the sharing of UPSI in accordance with regulatory mandates. The code sets forth clear guidelines, pre-clearance procedures, and trading window closure protocols for designated persons and their immediate relatives.

CODE OF CONDUCT

The Company has laid down a comprehensive Code of Conduct applicable to all members of the Board of Directors and Senior Management Personnel, incorporating the duties of Independent Directors as prescribed under Schedule IV to the Companies Act, 2013. The Code reflects the Company's commitment to high ethical standards, transparency, and corporate integrity. All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended March 31, 2026 as Annexure V. The complete Code of Conduct is hosted on the Company's website at www.rox-hitech.com.

SIGNIFICANT & MATERIAL ORDERS PASSED BY REGULATORS OR COURTS

During the financial year under review, no significant or material orders were passed by any regulator, court, or tribunal impacting the going concern status or future operations of the Company.

PENALTIES AND STRICTURES

No penalties, strictures, or adverse remarks were imposed on the Company by Stock Exchanges, SEBI, or any other statutory authority on any matter relating to capital markets during the year under review.

SEBI SCORES & ONLINE DISPUTE RESOLUTION (ODR) PORTAL

The Company is registered on SEBI's centralized web-based complaint redressal platform (SCORES) for efficient and transparent investor grievance redressal. Further, in compliance with SEBI Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023, the Company has onboarded the SMART ODR Portal (https://smartodr.in/login) to facilitate online conciliation and arbitration for dispute resolution in the Indian securities market. During the year ended March 31, 2026, no investor grievances were received or remained pending on either the SCORES platform or the ODR Portal.

RECONCILIATION OF SHARE CAPITAL AUDIT

Pursuant to Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, a Practicing Company Secretary conducts the Reconciliation of Share Capital Audit on a quarterly basis. The audit reconciles the total admitted equity share capital held in dematerialized form with NSDL and CDSL, alongside physical holdings, with the total issued and listed capital. The reports confirmed 100% reconciliation without discrepancies, were submitted quarterly to the National Stock Exchange of India Limited within the statutory 30-day timeline, and were duly placed before the Board.

INVESTOR GRIEVANCE REDRESSAL

The Company prioritizes prompt investor assistance and maintains a dedicated email ID at investor@rox-hitech.com. During the financial year ended March 31, 2026, and up to the date of this report, no investor complaints were received or remained pending resolution.

UTILIZATION OF FUNDS RAISED ON PREFERENTIAL BASIS

Pursuant to requisite approvals, the Company allotted 30,92,782 fully convertible warrants on a preferential basis on October 29, 2025. The upfront proceeds raised from the warrant issue are being utilized strictly in accordance with the stated objects, and there has been no deviation or variation in the deployment of these funds during the year under review.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

During the year, there were no instances where your Company required the valuation for one time settlement or while taking the loan from the Banks or Financial institutions.

INSOLVENCY AND BANKRUPTCY CODE

During the year, there was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016, hence the requirement to disclose the details of application made or proceeding pending at the end of financial year is not applicable.

DISCLOSURE REQUIREMENTS

As per SEBI Listing Regulations, Management Discussion and Analysis are attached as a separate section, which forms part of the Annual Report. In accordance with Regulation of the SEBI Listing Regulations, covering disclosures on the Company's performance on corporate parameters and corporate social responsibility for FY 2025-26 in the prescribed format, is part of this Annual Report. As per Regulation 43A of the SEBI Listing Regulations, the Dividend Distribution Policy is disclosed in the Corporate Governance Report and is uploaded on the Company's website at https://rox-hitech.com/.

REGISTRAR AND TRANSFER AGENT (RTA)

During the year as part of listing of its shares on the Stock Exchange, the Company appointed Purva Share Registry (India) Private Limited as its RTA. Details of the RTA are given below:

Purva Share Registry (India) Private Limited
CIN: U67120MH1993PTC074079
No 9, Shiv Shakti Industrial Estate,
Mumbai - 400011, Maharashtra, India
Tel: +91 022 2301 8261 , Fax No: +91 022 2301 2517
E-mail: support@purvashare.com,
Website: www.purvashare.com

COMPLIANCE OFFICER DETAILS AND ADDRESS FOR CORRESPONDENCE

Ms. Thenmozhi
Company Secretary & Compliance Officer
Registered Office:
Old No. 101B, New No. 160, 1st & 3rd Floor,
Mahalingapuram High Road, Nungambakkam,
Chennai 600034.
Contact No. +91 44 2817 3449
Email: cs@rox-hitech.com

ACKNOWLEDGEMENTS

Your Directors have pleasure in recording their appreciation for all the guidance and co-operation received from all its customers, Members, investors, vendors, partners, bankers, government authorities and other stakeholders for their consistent support to your Company in its operations. The Board of Directors wish to place on record its deep sense of appreciation for the committed services by all the employees of the Company.

ROX HI-TECH LIMITED
CIN: L51506TN2002PLC048598
Old No. 101B, New No. 160,
1st & 3rd Floor, Mahalingapuram High Road
Nungambakkam, Chennai 600034.
investor@rox-hitech.com
www.rox-hitech.com.

For and on behalf of the Board of Directors of
ROX Hi-Tech Limited

Sukanya Rakesh
Whole-Time Director
DIN: 01722486

Jim Rakesh
Chairman and Managing Director
DIN: 01722482

Date: May 28, 2026
Place: Chennai

ANNEXURE I

FORM AOC 1

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate Companies / joint venture.

PART "A" – SUBSIDIARIES

1. Number of subsidiaries: 4 (Four)

1.	Name of the Subsidiary	ROX Hi-Tech PTE. Limited	ROX Hi-Tech Aps *	ROX Hi-Tech Mauritius	ROX Hi-Tech LLC
2.	CIN/ Registration No.	202431899D	45363813	218861	202565216400
3.	The date since when subsidiary was acquired (Incorporated)	05.08.2024	16.01.2025	11.03.2025	10.01.2025
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Singapore	Denmark	Mauritius	California
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	USD	EURO	MUR	USD
6.	Share capital	1000	5400	4525	100
7.	Reserves and Surplus	(5145)	(27082)	(329552)	(21831)
8.	Total Assets	1234	4169.92	1441933	3955
9.	Total Liabilities	15904	39152.56	961680	25686
10.	Investments	510	864	2307.75	51
11.	Turnover	10000	515	1437408	3870
12.	Profit/(loss) before taxations	(5145)	(27082)	(329552)	(21831)
13.	Profit/(loss) after taxation	(5145)	(27082)	(329552)	(21831)
14.	Proposed dividend	Nil	Nil	Nil	Nil
15.	Extent of shareholding (in percentage)	51%	16% @*	51%	51%

*Associate company

1. Name of the Subsidiaries which are yet to commence operations: NIL
2. Name of the subsidiaries which have been liquidated or sold during the year NIL

Part B

Statement pursuant to Section 129(3) of the Companies Act, 2013 relate to Associate Companies and Joint Ventures

Name of the Associate: NIL

Name of the Associate which are yet to commence operations: NIL

Name of the Associates which have been liquidated or sold during the year: NIL

For and on behalf of the Board of Directors of
ROX Hi-Tech Limited

Place: Chennai
Date: May 28, 2026

Sukanya Rakesh
Whole-Time Director
DIN: 01722486

Jim Rakesh
Chairman and Managing Director
DIN: 01722482

ANNEXURE II

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in subsection (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

Sl. No.	Particulars	Remarks
1.	Name(s) of the related party and nature of relationship	NIL
2.	Nature of contracts/arrangements/transactions	
3.	Duration of the contracts / arrangements/transactions	
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	
5.	Justification for entering into such contracts or arrangements or transactions	
6.	Date(s) of approval by the Board	
7.	Amount paid as advances, if any	
8.	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	

2. Details of material contracts or arrangements or transactions at arm's length basis:

Name of related party and nature of relationship	Nature of Transactions	Salient terms of the contract's/ arrangements/ transactions	Date of approval by the board	Amount paid as advance
ROX Technology and Solutions Private Limited. (Mr. Jim Rakesh has significant control in this entity)	Purchase / Sales	Prevailing market rate. (Actual Purchase Nil and Sale of Rs. 540.39 Lakhs)	May 28, 2026. The arrangement was entered into in the ordinary course of business and on arm's length.	NIL
Nisiteq solutions (Mrs. Sukanya rakesh has significant control in the entity)	Purchase / sales	NIL		NIL
ROX Hi-Tech PTE Limited – Subsidiary Company	Purchase / Sales	Prevailing market rate. (Actual Purchase $ 10,000 and Sale of Nil)		NIL
ROX Hi-Tech LLC – Subsidiary Company	Purchase / Sales	Prevailing market rate. (Actual Purchase of $ 3,000 and Sale of NIL)		NIL
ROX Hi-Tech Aps – Associate Company	Purchase / Sales	Nil		NIL
ROX Hi-Tech Maturities – Subsidiary Company	Purchase / Sales	Nil		NIL

For and on behalf of the Board of Directors of
ROX Hi-Tech Limited

Place: Chennai
Date: May 28, 2026

Sukanya Rakesh
Whole-Time Director
DIN: 01722486

Jim Rakesh
Chairman and Managing Director
DIN: 01722482

ANNEXURE III

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR policy:

The Company's focus areas are education, health, Support for indigenous intergenerational sports, water and sanitation, women empowerment, support of rehabilitation centers and disaster management. The Company's has incorporated CSR Policy making it more comprehensive and in alignment with the broad framework of Schedule VII of the Companies Act, 2013. The Company is committed to Corporate Social Responsibility and strongly believes that the business objectives of the Company must be in congruence with the legitimate development needs of the society in which it operates.

2. Composition of CSR Committee

Sl. No	Director	Designation	No. of Meeting Entitled	No. of Meeting attended
1.	Ethirajulu Bandaru (DIN: 10006643)	Chairman	2	2
2.	Alagar Rajagopalan (DIN: 00231112)	Member	2	2
3.	C.D.Balaji * (DIN: 07800285)	Member	1	1
4.	Hariharan Dharmarajan (DIN: 11247320)	Member	1	1
5.	Jim Rakesh (DIN: 01722482)	Member	2	2

**Resigned from Board on July 31, 2025.*

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. - https://rox-hitech.com/InvestorSub.aspx?Id=2rS2To3Lg5zXMUhgl1pRVaF7b7qkR35jDSrx4vFiQ5I%3d

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). Not Applicable.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

S. No.	Financial Year	Amount available for set-off from preceding financial years in Rs.	Amount required to be set-off for the financial year, if any in Rs.
1.	2022-23	NA	NA
2.	2023-24	NA	NA
3.	2024-25	NA	NA

6. Average net profit of the company as per section 135(5): Rs. 24,10,00,486.

7. (a) Two percent of average net profit of the Company as per section 135 (5): Rs. 48,20,010.

   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil.

   (c) Amount required to be set off for the financial year, if any: Nil

   (d) Total CSR obligation for the financial year (7a+7b-7c): Rs. 48,20,010.

8. (a) CSR amount spent or unspent for the financial year:

   Total Amount Spent for the Financial Year: Rs. 48,20,010

   Amount unspent: NIL

   (b) Details of CSR amount spent against ongoing projects for the financial year: Nil

   (c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Activities in schedule VII to the Act Local area (Yes/ No)	Location of the project.		Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/ No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR Reg number
1.	Promoting Education. – Development of Centre for AI Research, Innovation, Incubation and Entrepreneurship support	II	Yes	Uttarakhand	Pant Nagar	25,00,000	No	G.B. Pant University of Agriculture & Technology	CSR00011879
2.	Promoting Education. – Empowering Children with Multiple Disabilities.	II	Yes	Tamil Nadu	Chennai	10,00,000	No	National Institute for Empowerment of Persons with Multiple Disabilities	CSR00068345
3.	Promoting Education. – Renovation of bathroom for Government Adi Dravidar Welfare Primary school	II	Yes	Tamil Nadu	Tiruvallur	8,00,000	No	Jeevidham Trust	CSR00016951
4.	Promoting health care including preventive health care	I	Yes	Delhi	New Delhi	2,80,000	No	SOS Children's Villages of India	CSR00000692
	TOTAL	45,80,000							

(d) Amount spent in Administrative Overheads: Rs. 2,46,882/-

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 48,26,882/-

(g) Excess amount for set off, if any

Sl. No.	Particulars	Amount (in Rs.)
(i).	Two percent of average net profit of the company as per section 135(5)	48,20,010
(ii).	Total amount spent for the Financial Year	48,26,882
(iii).	Excess amount spent for the financial year	6,872
(iv).	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(v).	Amount available for set off in succeeding financial years [(iii)-(iv)]	6,872

9. (a) Details of Unspent CSR amount for the preceding three financial years: Nil

   (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Nil

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Nil

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): NA

For and on behalf of the Board of Directors of
ROX Hi-Tech Limited

Place: Chennai
Date: May 28, 2026

Ethirajulu Bandaru
Independent Director
DIN: 10006643

Jim Rakesh
Chairman and Managing Director
DIN: 01722482

ANNEXURE IV

MANAGERIAL REMUNERATION, EMPLOYEE INFORMATION AND RELATED DISCLOSURES

[Pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5(1), Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended March 31, 2026

i. **The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 20243-25: Amount in lakhs**

Sl. No.	Name of Directors / Key Managerial Personnel	Designation	Remuneration	Ratio of remuneration to Median remuneration	% increase in the remuneration
Directors					
1.	Mr. Jim Rakesh	Chairman & Managing Director	54.00	16.67	Nil
2.	Mrs. Sukanya Rakesh	Whole Time Director & Chief Financial Officer	42.00	12.96	Nil
3.	Mr. Murugan Munusamy Senthilkumar	Whole Time Director	18.00	5.56	Nil
Key Managerial Personnel					
4.	Mrs. Thenmozhi	Company Secretary	9.03	2.85	10%

Note: 1 Non-Executive Directors are paid remuneration only by way of sitting fees. The remuneration package of the above Directors was approved by the Board of Directors and which were also approved by the Members of the Company at the General Meeting. For the Computation of median remuneration of the employees of the Company Gross Salary paid to each employee who has in the employment of the company for the whole financial year is taken into consideration.

Note 2: Remuneration of the executive directors consists of a salary and other benefits.

ii. **The percentage increase in the median remuneration of employees in the financial year 2025-26:** 4.52%

iii. **The number of permanent employees on the rolls of company as on March 31st, 2026:** 152

iv. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

   There has been 12.34% increase in the salaries of the employees other than the managerial personnel as compared to last year.

v. **The key parameters for any variable component of remuneration availed by the directors;**

   Not Applicable.

vi. The Company affirms that the remuneration is as per the remuneration policy for Directors, Key Managerial Personnel and other employees, adopted by the company.

   a. **Employees employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees:**

      There were no employees employed for the financial year, was in receipt of remuneration at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month.

   b. **Employees employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month:**

      There were no employees employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month.

c. **Employees employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company:**

   There was no employee employed throughout the financial year or part thereof, who was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

d. **Employees posted and working in a country outside India, not being directors or their relatives, drawing more than sixty lakh rupees per financial year or five lakh rupees per month:**

   There are no employees who are posted outside India.

e. The information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company form part of this report. However, in terms of Section 136 of the Companies Act, 2023, this report is being sent to all the members of the Company excluding the aforesaid information. Any member, who is interested in obtaining these particulars about employees, may write to the Company cs@rox-hitech.com. The said particulars are available for inspection by the Members at the Registered Office of the Company.

For and on behalf of the Board of Directors of
ROX Hi-Tech Limited

Jim Rakesh
Chairman and Managing Director
DIN: 01722482

Place: Chennai
Date: May 28, 2026

ANNEXURE V

DECLARATION BY THE CHAIRMAN & MANAGING DIRECTOR ON CODE OF CONDUCT AS REQUIRED BY SCHEDULE V TO SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I, Jim Rakesh, Chairman & Managing Director of the Company hereby declare that all the Members of Board of Directors and Senior Management Personnel have affirmed compliance with Code of Conduct, as applicable to them, in respect of the Financial Year ended March 31, 2026.

For and on behalf of the Board of Directors of
ROX Hi-Tech Limited

Jim Rakesh
Chairman and Managing Director
DIN: 01722482

Place: Chennai
Date: May 28, 2026

ANNEXURE VI

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2026

To,
The Members,
ROX Hi -Tech Limited
CIN:L51506TN2002PLC048598
Old No.101B, New No.160, 1st & 3rd Floor,
Mahalingapuram Main Road,
Nungambakkam, Chennai – 600034.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. ROX Hi-Tech Limited (CIN: L51506TN2002PLC048598) (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms & returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended March 31, 2026, appears to have complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms & returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 according to the provisions of:

a. Companies Act, 2013 (the Act) and the rules made thereunder;

b. Depositories Act, 1996 and the Regulations and Byelaws framed thereunder

c. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and External Commercial Borrowings

d. Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

e. The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), and by Reserve Bank of India (RBI) as amended from time to time to the extent applicable:

a) Securities and Exchange Board of India (Registrars to an Issue and Transfer Agents) Regulations, 1993;

b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;

e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018.

g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021;

h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

j) Securities and Exchange Board of India (Depositories and Participants) Regulations 2018;

k) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

As informed to us, the following other laws are specifically applicable to the Company:

1. The Information Technology Act, 2000.
2. Bureau of Indian Standards Act, 2016
3. National Policy on Electronics, 2019
4. Legal Metrology Act, 2009
5. Consumer Protection Act, 2019
6. Micro, Small and Medium Enterprise Development Act, 2006
7. Consumer Protection Act, 2019
8. Water (Prevention and Control of Pollution) Act, 1974 as amended ("Water Act")
9. Air (Prevention and Control of Pollution Act, 1981 as amended ("Air Act")

We have also examined compliance with the applicable clauses of the following:

a. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India

b. The Listing Agreements entered into by the Company with the National Stock Exchange of India Limited as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for listing of its Equity Shares;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extend applicable.

In respect of other laws specifically applicable to the Company, we have relied on information/ records produced by the Company during the course of our audit and the reporting is limited to the extent.

We further report that:

The Board of Directors of the Company is constituted in compliance with the provisions of Companies Act, 2013. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings / Committee Meetings were taken unanimously.

We further report that based on the information received, records maintained and representation received, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

We further report that during the audit period,

1. The Company has increased its authorised share capital from ₹25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh Only) equity shares of face value ₹10/- (Rupee Ten Only) each to ₹40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore Only) equity shares of face value ₹10/- (Rupee Ten Only) each.

2. Preferential allotment of 30,92,782 fully convertible warrants at an issue price of ₹48.50/- each to persons belonging to the "Promoter & Promoter Group", convertible in one or more tranches within a period of 18 (Eighteen) months from the date of allotment into an equivalent number of fully paid-up equity shares of face value ₹10/- each for cash, aggregating up to ₹14,99,99,927/- (Rupees Fourteen Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Twenty-Seven Only).

3. Allotment of 1,01,338 equity shares of face value ₹10/- each pursuant to the exercise of Employee Stock Options granted under the ROX Employee Stock Option Plan, 2024 ("ESOP 2024" / "Plan").

4. Approval of material related party transaction(s) by the company with ROX Technology and Solutions Limited ('RTSL'), ROX Hi-Tech LLC, ROX Hi-Tech Aps, ROX Hi-Tech PTE. Limited., ROX Hi-Tech Mauritius for rendering technical and support services from the FY 2025-26 to FY 2027-28 for an aggregate amount not exceeding Rs. 50 lakhs each.

Name: Sanka Indrani
Practicing company Secretary
Membership No: A26291, CP No: 21983
UDIN: A026291H000510841
PR No: 3517/2023

Place: Chennai
Date: 28/05/2026

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To,
The Members,
ROX Hi -Tech Limited
CIN:L51506TN2002PLC048598
Old No.101B, New No.160, 1st & 3rd Floor,
Mahalingapuram Main Road,
Nungambakkam, Chennai – 600034

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Name: **Sanka Indrani**
Practicing company Secretary
Membership No: A26291, CP No: 21983
UDIN: A026291H000510841
PR No: 3517/2023

Place: Chennai
Date: 28/05/2026

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
ROX Hi -Tech Limited
CIN: L51506TN2002PLC048598
Old No.101B, New No.160, 1st & 3rd Floor,
Mahalingapuram Main Road,
Nungambakkam, Chennai – 600034

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ROX HI-TECH LIMITED having CIN L51505TN2002PLC048598 and having registered office at Old # 101-B, New # 160, Mahalingapuram Main Road, Chennai – 600 034, INDIA.3, Tamil Nadu (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2026, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of the Director	DIN	*Date of appointment in company
1.	Jim Rakesh	01722482	24.04.2026
2.	Sukanya Rakesh	01722486	24.04.2026
3.	Murugan Munusamy Senthilkumar	09161887	25.07.2023
4.	Alagar Rajagopalan	00231112	25.07.2023
5.	Ethirajulu Bandaru	10006643	25.07.2023
6.	Hariharan Dharmarajan	11247320	25.08.2025
7.	Jeyasimmon Kenny Robert	10217214	25.07.2023

**the date of appointment is as per the MCA Portal.*

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Signature:
Name: Sanka Indrani
Practicing company Secretary
Membership No: A26291, CP No: 21983
UDIN: A026291H000510841
PR No: 3517/2023

Place: Chennai
Date: 28/05/2026

ROX
Reliable | Optimize | Xpertize

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ROX HI-TECH LIMITED

(Formerly known as ROX Trading and Systems Private Limited)

Report on the standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of M/s. ROX Hi-Tech Limited ("the Company") (Formerly known as ROX Trading and Systems Private Limited) which comprises the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss, and statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies' Act,2013 ("Act"), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit and cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How was the matter addressed in our Audit
Trade Payables	
At 31 March 2026, the total trade payables balances included in Note No.9 was Rs.3738.82 Lacs (Previous Year: Rs. 2889.32 Lacs). For the year ended March 31, 2026 letters seeking confirmation of balance/statement of account were sent to vendors. Independent confirmations were received from a few parties and necessary adjustments, if any, were made. Accordingly, it has been determined as a key audit matter.	Our audit procedures in relation to trade payables included: • Obtaining an understanding of and assessing the design, implementation and operating effectiveness of key internal controls over the existence and performance of Procurement activities; • Selecting a sample of items of procurements made during the year ended 31st March 2026 and inspected underlying documentation to assess the Occurrence, Completeness, Authorization, Accuracy, Cut off and classification; • Obtaining confirmations and / or account statements from selected accounts payables and reconciling to the vendor accounts; We assessed and validated the ageing profile of trade payables; Confirmations have been sought from vendors and wherever received, the necessary adjustments required, if any, have been made. In respect of others, balance as per Books of Account has been adopted and no adjustments have been proposed.

Key Audit Matters	How was the matter addressed in our Audit
Trade Receivables:	
At 31 March 2026, the total receivables balances net of provisions included in Note 16 was Rs.4341.50 Lacs (Previous Year: Rs. 5591.15 Lacs). For the year ended March 31, 2026 letters seeking confirmation of balance/statement of account were sent to selected customers. Independent confirmations were received from a few parties and necessary adjustments, if any, were made. Accordingly, it has been determined as a key audit matter.	Our audit procedures in relation to trade receivables included: • We assessed and validated the ageing profile of trade receivables; • We assessed recoverability on a sample basis by reference to cash received subsequent to year-end and issue of credit notes post year-end, as necessary; • Obtaining confirmations and / or account statements from selected customers and reconciling to the general ledger accounts; • We considered the appropriateness of judgements regarding provisions for trade receivables and assessed whether these provisions were calculated in accordance with the Company's provisioning policies and / or whether there was evidence of management bias in provisioning, obtaining supporting evidence as necessary. Confirmations have been sought from customers and wherever received, the necessary adjustments required, if any, have been made. In respect of others, balance as per the books of account has been retained and necessary adjustments were made in these Financial Statements for doubtful cases based on subsequent collections. Hence no further adjustments are warranted. However the management should take necessary steps to ensure 100% compliance with regard to third party direct confirmations. Based upon the above, we satisfied ourselves that management has taken reasonable judgements that were materially supported by the available evidence in respect of the relevant receivable balances and also for doubtful recovery the provision has been provided. We did not encounter any issues through these audit procedures that indicated that provisioning in respect of trade receivables was inappropriate.
Valuation of Inventories	
The Company has Significant Inventory balance of Rs. 6918.12 lacs as of March 31,2026 (Previous Year: Rs. 5183.92 Lacs). According to the Significant Accounting Policy, the inventory is valued at the lower of cost or net realizable value. Inventory management, physical verification routines and costing of inventories are underlying key factors in determining the value of inventories.	Our audit procedures related to valuation of inventories included: • Evaluating the appropriateness of the accounting policies applied in relation to Accounting standards. • Testing of controls over inventory management and valuation. • Performing substantive audit procedures in order to test the appropriateness of inventory valuation at the lower of cost or net realisable value as at reporting date by testing on a sample basis the relevant components related to valuation. In addition, we have assessed the appropriateness of the Company's disclosures in respect of inventory valuation.

Information Other than the Financial Statements and Auditor's Report Thereon:

The Company's Board of Directors is responsible for other information. The other information comprises the information included in the financial highlights, board's report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In Connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

   c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   g) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, as amended, we report that, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the period is in accordance with the provisions of section 197 read with Schedule V to the Act.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      (i) The Company has no pending litigations which has impact on its financial position.

      (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

      (iv) A) Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(is), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

      B) Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate

Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, and

C) Based on the audit procedures adopted by us, nothing has come to our notice that has caused us to believe that the representations made by the management under sub clause (A) and (B) above, contain any material misstatement.

(v) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

No interim dividend declared or paid by the Company during the year.

(vi) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **Krishaan & Co.,**
Chartered Accountants
Firm Reg.No. 001453S

K Sundarrajan
Partner
M.No. 208431
UDIN : 26208431QLNFBE5424

Place: Chennai
Date: May 28,2026

Annexure – A to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

(i) (a) A. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

B. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has maintained proper records showing full particulars of Intangible Assets.

(b) The Property, Plant and Equipment were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records of the Company examined by us, the title deeds of all the immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets or both during the year.

(e) According to the information and explanation given to us and the records of the Company examined by us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. The discrepancies noticed on physical verification of inventory as compared to book records were not material, and have been properly dealt with in the books of account.

(b) According to the information and explanations given to us and on the basis of our examination of the records, the Company has been sanctioned working capital limits in excess of five crores rupees in aggregate from the bank on the basis of security of current assets of the Company. The quarterly returns/statements filed by the Company with such bank are in agreement with the books of accounts of the Company.

(iii) (a) According to the information and explanation given to us and based on the examination of the records of the Company, during the year the Company:

A has not provided any loans or advances in the nature of loans, or stood guarantee, or provided security to subsidiaries, joint ventures and associates

B has not provided any loans or advances in the nature of loans, or stood guarantee, or provided security to other parties. Therefore, the requirement to report under clauses (iii) (b) to (f) of para 3 of the Order are not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) According to the information and explanation given to us and based on the examination of the records of the Company , the Company has not accepted any deposits from the public or amounts which are deemed as deposits covered under Section 73 to 76 of the Companies Act,2013.

(vi) As per information and explanation given by the management, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the undisputed statutory dues payable including Goods and Services Tax, Provident Fund, Employees' State Insurance, Sales tax, Service tax, Wealth tax, Excise duty, duty of customs, value added tax, cess and other statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities, except for Income tax amounting to Rs.315.94 lakhs for the financial year 2024-25, which was not deposited as at the balance sheet date.

According to the information and explanations given to us, the following undisputed amounts payable in respect of Income tax were in arrears as at 31 March 2026, for a period of more than six months from the date they became payable:

Name of the statute	Nature of Dues	Amount	Period to which it relates	Due Date	Date of Payment
Income Tax Act,1961	Self Assessment Tax	Rs.315.94 lakhs	FY 2024-25	30-Sep-25	Not Paid

Except for the above, no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Employees' State Insurance, Sales tax, Service tax, Wealth tax, Excise duty, duty of customs, value added tax, cess and other statutory dues were in arrears as at 31 March 2026, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and also based on the Management representation, the were no disputed statutory dues, that have not been deposited on account of matters pending before Appropriate authorities.

(viii) According to the information and explanations given to us and based on the records, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) On the basis of verification of records, examination of the financial statements of the Company and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The term loans availed by the Company during the year, were applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us, the Company has not utilized funds raised on short-term basis for long term purposes.

(e) According to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year.

(b) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xi) (a) Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company by its officers or employees has been noticed or reported during the year, nor have we been informed of such case by the management.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanations given to us and as represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and Section 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports issued to the Company during the year and covering the period up to March 31, 2026 for the period under audit.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current year and in the immediately preceding financial year respectively.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios disclosed in the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) According to the information and explanations given to us,

In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in notes to the financial statements.

(b) There are no unspent amounts in respect of ongoing projects that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in the notes to the financial statements.

For **Krishaan & Co.,**
Chartered Accountants
Firm Reg.No. 001453S

K Sundarrajan
Partner
M.No. 208431
UDIN : 26208431QLNFBE5424

Place: Chennai
Date: May 28,2026

Annexure – B to the Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Rox Hi-Tech Limited ("the Company") (Formerly known as ROX Trading and Systems Private Limited) as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

a. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

b. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

c. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on:

a. Policies and procedures followed by the Company which ensure orderly and efficient conduct of business;

b. Consistent adherence to the Company's policies;

c. Procedures which safeguard the Company's fixed assets and current assets including receivables and cash and Bank Balances;

d. Maintenance of Company's accounting records with accuracy;

e. Capacity to complete and prepare accurate and reliable financial interpretations.

For **Krishaan & Co.,**
Chartered Accountants
Firm Reg.No. 001453S

K Sundarrajan
Partner
M.No. 208431
UDIN : 26208431QLNFBE5424

Place: Chennai
Date: May 28,2026

BALANCE SHEET

as at March 31, 2026

All figures are in Rupees Lakhs unless otherwise mentioned

S. No.		Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
I		**EQUITY AND LIABILITIES**			
1		**Share holders' fund**			
	(a)	Share Capital	3	2,293.77	2,283.64
	(b)	Reserves and Surplus	4	10,797.62	8,664.09
	(c)	Money received against Share Warrants		77.32	-
				13,168.71	**10,947.73**
2		**Non-current liabilities**			
	(a)	Long-Term Borrowings	5	361.69	532.21
	(b)	Deferred Tax Liability [net]	6	161.90	240.69
	(c)	Long-term Provisions	7	49.41	49.57
				573.00	**822.47**
3		**Current liabilities**			
	(a)	Short-term borrowings	8	6,526.54	4,125.81
	(b)	Trade payables	9		
		(A) Total outstanding dues of Micro and Small Enterprises; and		77.94	124.29
		(B) Total outstanding dues of creditors other than Micro and Small Enterprises		3,660.88	2,765.03
	(c)	Other current liabilities	10	326.68	1,134.99
	(d)	Short-term provisions	11	640.64	496.94
				11,232.68	8,647.06
				24,974.39	**20,417.26**
II		**ASSETS**			
1		**Non Current Assets**			
	(a)	Property, Plant & Equipment and Intangible Assets			
	(i)	Property, Plant & Equipment	12	3,228.94	1,517.16
	(ii)	Intangible assets		65.72	8.36
	(iii)	Capital work-in-progress		-	1,809.60
				3,294.66	3,335.12
	(b)	Non-current investments	13	1.33	1.33
	(c)	Other Non-Current Assets	14	552.81	508.01
				554.14	**509.34**
2		**Current assets**			
	(a)	Inventories	15	6,918.12	5,183.92
	(b)	Trade Receivables	16	4,341.50	5,591.17
	(c)	Cash and Cash equivalents	17	2,723.61	2,744.64
	(d)	Short-term loans and advances	18	1,235.29	1,186.87
	(e)	Other Current Assets	19	5,907.07	1,866.20
				21,125.59	**16,572.80**
3		**Miscellaneous Expenditure** (to the extent not written off or adjusted)		-	-
		Total		**24,974.39**	**20,417.26**
		Summary of Significant accounting policies	2.1		

The accompanying notes are an integral part of the Financial Statements.
As per our Report of even date

For Krishaan & Co.,
Chartered Accountants
Firm Regn No. : 001453S

For and on behalf of the Board of Directors of
Rox Hi-Tech Limited

K Sundarrajan
Partner
Membership No. : 208431
UDIN: 26208431QLNFBE5424

Sukanya Rakesh
Director (cum) CFO
DIN: 01722486

Jim Rakesh
Managing Director
DIN: 01722482

Place : Chennai
Date : May 28,2026

Thenmozhi
Company Secretary cum Compliance Officer
M No: A66685

STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Particulars	Note No.	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue			
Revenue from Operations	20	20,792.43	18,650.68
Other Income	21	270.86	268.30
Total Income		**21,063.30**	**18,918.98**
Expenses			
Purchases		17,159.72	14,779.46
Changes in Inventories		(1,734.20)	(971.33)
Employee benefit expenses	22	1,530.20	1,285.00
Other Expenses	23	1,056.95	705.22
Total Expenses		**18,012.67**	**15,798.35**
EBITDA		**3,050.63**	**3,120.63**
Depreciation and amortisation expenses		170.54	105.66
Finance Costs	24	654.12	460.17
Preliminary Expenses written off			-
Profit/(Loss) before Tax		**2,225.97**	**2,554.80**
Tax Expenses			
(1) Current tax		468.89	628.51
(2) MAT Credit Entitlement		-	-
(3) Earlier Year tax		-	-
(4) Deferred Tax Expense / (Income)		(6.86)	(5.49)
Total Tax Expenses		**462.03**	**623.02**
Profit/(Loss) for the year		**1,763.94**	**1,931.78**
Earnings Per Equity Share [nominal value of share ₹ 10 (PY:Rs. 10)]			
(1) Basic		7.72	8.46
(2) Diluted		7.69	8.46
Summary of Significant accounting policies	2.1		

The accompanying notes are an integral part of the Financial Statements.
As per our Report of even date

For Krishaan & Co.,
Chartered Accountants
Firm Regn No. : 001453S

For and on behalf of the Board of Directors of
Rox Hi-Tech Limited

K Sundarrajan
Partner
Membership No. : 208431
UDIN: 26208431QLNFBE5424

Sukanya Rakesh
Director (cum) CFO
DIN: 01722486

Jim Rakesh
Managing Director
DIN: 01722482

Place : Chennai
Date : May 28,2026

Thenmozhi
Company Secretary cum Compliance Officer
M No: A66685

CASH FLOW STATEMENT

for the year ended March 31, 2026

All figures are in Rupees Lakhs unless otherwise mentioned

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
A	**Cash flow from Operating Activities**		
	Net Profit before Tax	2,225.97	2,554.80
	Adjustments for :		
	Depreciation charged during the year	170.54	105.66
	Profit on Sale of Asset	(2.87)	(7.53)
	Interest Income	(197.93)	(248.97)
	Interest Expense	625.41	435.46
		595.14	**284.63**
	Operating Profit before Working Capital Changes	**2,821.11**	**2,839.42**
	Changes in working capital:		
	Adjustments for (increase) / decrease in operating assets:		
	Inventories	(1,734.20)	(971.33)
	Trade receivables	1,249.66	(2,022.30)
	Short-term loans and advances	(48.42)	(19.34)
	Long-term loans and advances	(4,085.67)	153.28
	Adjustments for increase / (decrease) in operating liabilities:		
	Trade payables	849.49	172.61
	Other current liabilities	(808.30)	923.06
	Short-term provisions/borrowings	2,544.44	1,908.64
	Long-term provisions	(0.16)	5.58
		(2,033.16)	**150.19**
	Net Cash from Operating Activities before Tax	**787.95**	**2,989.61**
	Net income tax (paid) / refunds	(468.89)	(628.51)
	Net Cash from Operating Activities After Tax	**319.04**	**2,361.11**
B	**Cash flow from Investing Activities**		
	Purchase of Fixed Assets	(131.01)	(2,289.48)
	Purchase of Investments	-	(1.33)
	Interest Received	197.93	248.97
	Proceeds from sale of Fixed Assets	3.80	10.50
	Net cash used in Investing Activities	**70.72**	**(2,031.34)**

CASH FLOW STATEMENT

for the year ended March 31, 2026

All figures are in Rupees Lakhs unless otherwise mentioned

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
C	**Cash flow from Financing Activities**		
	Proceeds from share capital	10.13	3.19
	Proceeds from Issue of share Warrants	375.00	-
	Proceeds from Long Term Borrowings	(170.52)	330.41
	Interest paid	(625.41)	(435.46)
	Net cash used in Financing Activities	**(410.79)**	**(101.87)**
	Net increase / (Decrease) in cash (A+B+C)	(21.00)	227.90
	Opening Balance of Cash and cash equivalents	2,744.64	2,516.74
	Closing Balance of Cash and cash equivalents	**2,723.64**	**2,744.64**

Summary of Significant accounting policies 2.1

The accompanying notes are an integral part of the Financial Statements.
As per our Report of even date

For Krishaan & Co.,
Chartered Accountants
Firm Regn No. : 001453S

For and on behalf of the Board of Directors of
Rox Hi-Tech Limited

K Sundarrajan
Partner
Membership No. : 208431
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Sukanya Rakesh
Director (cum) CFO
DIN: 01722486

Jim Rakesh
Managing Director
DIN: 01722482

Place : Chennai
Date : May 28,2026

Thenmozhi
Company Secretary cum Compliance Officer
M No: A66685

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note: 1 Company Overview & Significant Accounting Policies

Company Overview

The Company was incorporated as a Private Limited Company on 13th March 2002 under the provisions of the Companies Act 1956, bearing CIN:U51506TN2002PLC048598 and having its registered office at Old No.101B, New No.160, Mahalingapuram Main Road, Nungambakkam Chennai - 600034 India, with operating units across the Country.

The Company is engaged in the business of dealing in Computer Hardware components, pheripheral devices, all kinds of electronic data processing equipments, providing in all kinds of software, including packaged & Customized software & Implement software solutions in the domains like Customer Relationship Management(CRM), Supply chain Management (SCM) and Business Operations (BO) and to help the customers to solve the problems and challenges in business by implementing IBM's ON — DEMAND Solutions. Further the company is also running Software/hardware training Centers, Software Consultancy, System Studies, Management consultancy, techno economic feasibility studies of projects, design and development of management information systems in India and outside India and to focus on Identification, selection, training of Software manpower for onsite placement in India and outside India for its own use and/or clients use and recruitment and job placement services in India and outside India.

Note: 2 Significant Accounting Policies

1 Basis of preparation:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention.

2 Revenue recognition:

The company derives its revenues primarily from Sale of computer servers, laptops, hardware pheripheral devices & derives service revenue from sale of customized softwares . Revenue from services provided under fixed price contracts, where the outcome can be estimated reliably, is recognized based on contract activity. Revenue on time-and-material contracts are recognized as the related services are performed and the revenues from the end of the last billing to the balance sheet date are recognized as unbilled revenues.

The Company's contracts with customers include contracts with multiple products and services. The Company derives revenues from IT services comprising software development and related services, maintenance, consulting and package implementation, licensing of software products and platforms across the Company's core and digital offerings and business process management services. In some cases, the company engages in some fixed price development contracts, including contracts with multiple performance obligations.

Revenue recognition in such contracts involves judgments relating to identification of distinct performance obligations, determination of transaction price for such performance obligations and the appropriateness of the basis used to measure revenue over a period. In case of fixed price development contracts where performance obligations are satisfied over a period of time, revenue is recognized based on management's estimate of contract efforts. The estimation of total efforts or costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured in accordance with AS-9, Revenue Recognition. Sales are recognized on accrual basis, and only after transfer of services to the customer.

Interest Income: Revenue is recognized on the time proportion basis after taking into account the amount outstanding and the rate applicable.

Dividend Income: Dividend Income is recognised when the owners right to receive payment is established.

Other Income: Other items of income and expenditure are recognized on accrual basis and as a going concern basis, and the accounting policies are consistent with the generally accepted accounting policies.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

3 Property Plant and Equipment including Intangible assets:

Property Plant and Equipments are stated at cost, less accumulated depreciation. Cost includes cost of acquisition including material cost, freight, installation cost, duties and taxes, and other incidental expenses, incurred up to the installation stage, related to such acquisition. Property, Plant and Equipments purchased in India by foreign currency are recorded in Rupees, converted at the exchange rate prevailed on the date of purchase.

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss.

4 Depreciation & Amortisation:

The Company has applied the estimated useful lives as specified in Schedule II of the Companies Act 2013 and calculated the depreciation based on useful life of assets. Depreciation on new assets acquired during the year is provided from the date of acquisition to the end of the financial year. In respect of the assets sold during the year, depreciation is provided from the beginning of the year till the date of its disposal.

Intangible assets are amortised on a straight-line basis over the estimated useful life as specified in Schedule II of the Companies Act 2013. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss. In respect of the assets sold during the year, amortisation is provided from the beginning of the year till the date of its disposal.

Useful life of Property, Plant and Equipments

Category	Useful life
Computer & Accessories	3-6 years
Furniture & Fittings	10 years
Office Equipments	8 years
Softwares	8-10 years
Plant & Machinery	15 years
Electrical Fittings	10 years
Vehicles	10 years

5 Impairment of assets:

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognised wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. Reversal of impairment loss is recognised immediately as income in the profit and loss account.

6 Use of estimates:

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and the reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, income taxes, post - sales customer support and the useful lives of Property Plant and Equipments and intangible assets.

7 Inventories:

Hardware, Software and Product

Components:

Product Components are valued at lower of cost or net realizable value. Cost is determined on First-In-First Out basis.

Projects in Progress / Work in Progress:

Hardware equipments, softwares, development cost and other items are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis. Cost includes material cost, freight and other incidental expenses incurred in bringing the inventory to the present location / condition.

8 Trade Receivables:

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

9 Foreign currency transactions:

Domestic Operation:

I. Initial recognition :

A foreign currency transactions are recorded, on initial recognition in the reporting currency, by applying to the

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

II . **Measurement :**

Foreign currency monetary items are reported using the closing rate.

Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction

Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

III . **Treatment of Foreign exchange :**

Exchange differences arising on settlement/ restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expenses in the Statement of Profit and Loss

10 Employee Benefits:

A. **Post-Employment benefits:**

Defined benefit plan:

Gratuity liability is a defined benefit obligation and is unfunded. The Company accounts for liability for future gratuity benefits based on the actuarial valuation using Projected Unit Credit Method carried out as at the end of each financial year.

Defined contribution Plan:

Provident Fund: Eligible employees receive benefit from provident fund covered under the Provident Fund Act. Both the employee and the company make monthly contributions. The employer contribution is charged off to Profit & Loss Account as an expense.

11 Taxes on Income:

Income Tax expense is accounted for in accordance with AS-22 "Accounting for Taxes on Income" for both Current Tax and Deferred Tax stated below:

A. **Current Tax:**

Provision for current tax is made in accordance with the provisions of the Income Tax Act, 1961.

B. **Deferred Tax:**

Deferred tax is recognised, subject to the consideration of prudence, as the tax effect of timing difference between the taxable income and accounting income computed for the current accounting year using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax assets are recognised and carried forward to the extent that there is a reasonable certainty, except arising from unabsorbed depreciation and carried forward losses, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

12 Provisions and Contingent Liabilities:

A provision is recognised if, as a result of past event, the Company has a present legal obligation that can be estimated reliably and it is probable that an outflow of economic benefit will be required to settle the obligation. Provisions are determined by the best estimate of outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

13 Earnings Per Share:

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

14 Cash and Cash Equivalents:

The Company's cash and cash equivalents consist of cash on hand and in banks , which can be withdrawn at any time, without prior notice or penalty on the principal. For the purposes of the statement of cash flows, cash and cash equivalents include cash on hand, in banks are considered part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under borrowings within current liabilities.

15 Cash Flow Statement:

Cash flows are reported using indirect method, whereby net profit/loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

16 Investments:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 3 SHARE CAPITAL

		March 31, 2026	March 31, 2025
(a)	The Share Capital is classified as follows		
(i)	Authorised shares (Numbers)		
	4,00,00,000 (Previous year 4,00,00,000)Equity Shares of Rs. 10 each	4,000.00	4,000.00
(ii)	Issued, subscribed and fully paid-up shares (Numbers)	2,293.77	2,283.64
	2,29,37,688 (Previous Year 2,28,36,350) Equity Shares with par value of Rs. 10 each		
	Total	**2,293.77**	**2,283.64**

The company has only one class of equity shares having at par value of Rs.10/- per share. Each holder of equity shares is entilted to one vote per share.

The Board of Directors have recommended a dividend of Rs.1/- per equity share of Rs.10/- each for the year ended March 31,2026. The payment is subject to approval of shareholders in the Annual General Meeting (AGM) of the Company to be held on September 30, 2026, and if approved, would result in a net cash outflow of Rs. 229.38 lakhs.

In the event of liquidation of the company, the holders of equity shares will be entilted to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.

The reconciliation of number of shares outstanding and the amount of share capital as at March 31, 2026 and March 31, 2025 is set out below:

Particulars	As at 31 March 2026		As at 31 March 2025	
	Numbers of Shares	Amount	Numbers of Shares	Amount
No. of Shares at the beginning of the year	228.36	2,283.64	228.36	2,283.64
No. of Shares Issued during the year	1.01	10.13	-	-
No. of Shares at the End of the year	229.38	2,293.77	228.36	2,283.64

Equity shares held by each shareholder holding more than 5% shares and No of shares held

Name of Shareholders	No of shares	% holding	No of shares	% holding
Jim Rakesh	103.00	44.90%	103.00	45.10%
Sukanya Rakesh	22.65	9.87%	22.65	9.92%
Janet Rekha	9.14	3.98%	9.14	4.00%
Total number of shares outstanding	**229.38**		**228.36**	

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Details of shareholding of Promoters

Name	Status	No. of Shares	% of Total Shares	% Change
Jim Rakesh	Promoter	103.00	44.90%	-0.20%
Sukanya Rakesh	Promoter	22.65	9.87%	-0.04%
Janet Rekha	Promoter	9.14	3.98%	-0.02%

Note 4 RESERVES AND SURPLUS

	March 31, 2026	March 31, 2025
The Reserves and Surplus are classified as follows:		
Securities Premium Reserve		
Opening balance	4,113.88	4,110.69
Add: Additions during the year	297.68	3.19
Less: Issue Expenses	-	
	4,411.56	**4,113.88**
General Reserve		
Opening balance	2,857.36	2,857.36
Add: Additions during the year	-	
Less: Transferred to Other Reserves (Dividend, Bonus, other reserves)	-	
	2,857.36	**2,857.36**
Surplus / (Deficit) in the Statement of Profit and Loss		
Balance as per last financial statements	1,692.84	-
Profit / (Loss) for the year	1,763.94	1,931.78
Total Surplus available for appropriations	3,456.78	1,931.78
Add :Adjustment for Fixed Assets	-	-
Less: Appropriations:		
Adjustment for Deferred Tax on Fixed Asset	-71.93	238.94
Transfer to General Reserve	-	
Total appropriations	-	238.94
Net Surplus in the Statement of Profit and Loss	**3,528.71**	**1,692.84**
Total	**10,797.62**	**8,664.09**

The board of directors of the Company, in their meeting held onSeptember 5,2025 had approved a issuance of 30,92,782 Warrants, each are convertible into fully paid-up Equity Shares of the Company, on a preferential basis to the Promoter and Promoter Group of the Company, for an aggregate amount of Rs.1500 lakhs, at a issuance price of Rs.48.50 per Warrants (derived pursuant to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018). Subsequently, the shareholders of the Company, in the Annual General Meeting held on September 29,2025 approved the issuance of Warrants on preferential basis. As per the terms of warrant, each Warrant is convertible into one Equity Share of the Company and the rights attached to Warrants can be exercised at anytime, within a period of 18 months from the date of allotment of Warrants. During the year, the Company has received an aggregate consideration of Rs. 375 lakhs representing 25% of the issue price from allottees as the warrant subscription price. Balance amount will be receivable upon the exercise of the warrants.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 5 LONG TERM BORROWINGS

	March 31, 2026	March 31, 2025
The Long term borrowings are classified as follows:		
Secured Loans		
Hire purchase loans	156.71	166.42
Other Loans from Banks and NBFCs	56.57	144.76
Less : Current Maturities classfied under Short Term Borrowings (Secured Loan)	(78.78)	(71.97)
	134.50	**239.21**
Unsecured Loans		
Term Loans from Banks and NBFCs	1,091.83	367.87
Other Unsecured Loans	-	-
Less : Current Maturities classfied under Short Term Borrowings (Unsecured Loan)	(864.64)	(74.87)
	227.20	**293.00**
Total	**361.69**	**532.21**

Other Notes

Refer Note 36 for terms repayment, nature of Security and other relevant details.

There are no defaults in the repayment of interest and/or principal amount of the loans during the current year.

Note 6 DEFERRED TAX LIABILITIES (NET)

	March 31, 2026	March 31, 2025
The Deferred Tax Liabilities is as follows:		
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting	174.38	253.17
Gross deferred tax liability	**174.38**	**253.17**
Deferred Tax Asset		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis.	(12.48)	12.48
Provision for diminution in the value of investments	-	-
Provision for bad and doubtful debts	-	-
Gross deferred tax asset	**(12.48)**	**12.48**
Net Deferred Tax [(Asset)/Liability]	**161.90**	**240.69**

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31st March 2026
All figures are in Rupees Lakhs unless otherwise mentioned

Note 7 LONG TERM PROVISIONS

	March 31, 2026	March 31, 2025
The Long term provisions are classified as follows:		
Provision for gratuity	49.41	49.57
Total	**49.41**	**49.57**

Note 8 SHORT TERM BORROWINGS

	March 31, 2026	March 31, 2025
The Short Term borrowings are classified as follows:		
Loans repayable on Demand from Banks, Secured		
Secured Loans		
Current Maturities of Long-term borrowings	78.78	71.97
Overdrafts from Banks & NBFCs	2,355.18	1,979.86
Invoice Factoring	3,223.00	1,999.11
	5,656.96	**4,050.95**
Unsecured Loans		
Current Maturities of Long-term borrowings	864.64	74.87
Loans from related parties & others	4.94	-
Total	**6,526.54**	**4,125.81**

Other Notes:

Details of Securities Against Credit Facilities Availed

Particulars	Nature of Facility	Rate of Interest	Nature of security
HSBC Bank Limited	Overdraft	8.65%+Repo rate	Hypothecation of stock and debtors, Equitable Mortgage of Immovable Property owned by Directors, Secured against Fixed Deposit and Personal & Corporate Guarantee of Promoters
HDFC Bank Limited	Cash Credit	8.65%+Repo rate	

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 9 TRADE PAYABLES

	March 31, 2026	March 31, 2025
The trade payables are classified as follows:		
Dues to Micro and Small Enterprises	77.94	124.29
Dues to enterprises other than Micro and Small Enterprises	3,660.88	2,765.03
Total	3,738.81	2,889.33
Other Notes		
Trade payables include due to Related parties	**132.38**	**367.08**

Refer Note 37 for Ageing of Creditors

There are no interest amounts paid or payable to Micro and Small Enterprises. The information in relation to dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company, which has been relied upon by the Auditors.

Note 10 OTHER CURRENT LIABILITIES

	March 31, 2026	March 31, 2025
The Other Current Liabilities are classified as follows:		
Others		
Employee's State Insurance Payable	0.01	0.02
Tax Deducted at Source Payable	33.18	17.54
Provident Fund Payable	3.56	4.03
Goods and Services Tax payable	0.01	318.12
Advance received from Customers	289.09	794.39
LWF Payable	(0.01)	
Other Current Liabilities	0.85	0.89
Total	**326.68**	**1,134.99**

Note 11 SHORT TERM PROVISIONS

	March 31, 2026	March 31, 2025
The Short term provisions are classified as follows:		
Other provisions		
Provision for Tax	640.64	496.94
Total	**640.64**	**496.94**

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 12 FIXED ASSETS

Group	Particulars	Original Cost				Depreciation and amortisation				Net Block	
		As at Mar 31, 2025	Additions during the year	Deletions during the year	As at March 31, 2026	As at Mar 31, 2025	For the year	On Deletions	As at March 31, 2026	As at March 31, 2026	As at Mar 31, 2025
Tangible Assets	Land	289.51			289.51	-			-	289.51	289.51
Tangible Assets	Plant and Machinery	0.69			0.69	0.69	-		0.69	-	-
Tangible Assets	Office Equipment	66.23	9.27		75.49	24.51	6.30		30.81	44.68	41.72
Tangible Assets	Furniture and fittings	190.68	5.22		195.92	49.42	15.52		64.94	130.98	141.27
Tangible Assets	Electrical Fittings	24.15	4.00		28.15	3.11	2.29		5.41	22.74	21.04
Tangible Assets	Computer	935.13	1,757.83		2,692.96	165.27	97.33		262.60	2,430.36	769.86
Tangible Assets	Motor Vehicles	354.75	41.68	8.72	387.71	100.99	30.43	7.79	123.62	264.09	253.77
Intangible Assets	Software	21.78	76.03		97.81	13.42	18.67		32.09	65.72	8.36
Capital Work in Progress		1,809.60	-	1,809.60	-	-			-	-	1,809.60
Leasing asset		-	46.58	-	46.58	-	-	-	-	46.58	-
TOTAL		**3,692.52**	**1,940.61**	**1,818.32**	**3,814.81**	**357.40**	**170.54**	**7.79**	**520.15**	**3,294.66**	**3,335.12**
Previous year figures		1,437.70	2,289.48	34.67	3,692.52	283.44	105.64	31.69	357.39	3,335.12	1,154.25
Summary											
Total Tangible Assets		1,861.14	1,864.58	8.72	3,717.01	343.99	151.87	7.79	488.07	3,228.94	1,517.16
Total Intangible Assets		21.78	76.03	-	97.81	13.42	18.67	-	32.09	65.72	8.36

CAPITAL WORK IN PROGRESS AS ON 31-Mar-26 AND 31-Mar-25

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress*					
As at March 31,2026	-	-	-	-	-
As at March 31,2025	1,809.60	-	-	-	1,809.60
Projects temporarily suspended					
As at March 31,2026	-	-	-	-	-
As at March 31,2025	-	-	-	-	-

*There are no projects in progress under capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 13 NON CURRENT INVESTMENTS

	March 31, 2026	March 31, 2025
The Non-current investments are classified as follows:		
Other investments		
Investments In equity instruments	1.33	1.33
Total	**1.33**	**1.33**

Other notes

(i) The Investments are carried at cost

(ii) The Investments are Unquoted Investments.

(iii) Provision for Diminution in the Value of Investment is considered during the year as per the Management assessment.

Note 14 OTHER NON-CURRENT ASSETS

	March 31, 2026	March 31, 2025
The Other Non-current assets are classified as follows:		
Unsecured, considered good		
Security Deposits	201.86	106.04
Margin Money Deposits	243.85	294.88
Other Loans and Advances		
Loans and Advances	107.10	107.10
Total	**552.81**	**508.01**

Note 15 INVENTORIES

	March 31, 2026	March 31, 2025
The Inventories are classified as follows:		
(At cost or below)		
Traded Goods	4,842.69	2,738.82
Work-in-progress	2,075.43	2,445.09
Less: Provision for diminution in value	-	-
Total	**6,918.12**	**5,183.92**

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 16 TRADE RECEIVABLES

	March 31, 2026	March 31, 2025
The Trade Receivables are classified as follows:		
Secured, Considered Good	-	-
Unsecured, Considered Good	4,341.50	5,591.15
	4,341.50	**5,591.17**
Less: Provision for Bad and Doubtful debts	-	-
Total	**4,341.50**	**5,591.17**
Other notes		
Trade Receivables include due from Related parties	717.68	1,159.68

Refer Note 38 for Ageing of Receivables

Note 17 CASH AND CASH EQUIVALENTS

	March 31, 2026	March 31, 2025
The Cash and Cash Equivalents are classified as follows:		
Balances with Banks		
Balances with Banks in Indian Rupees		
- On Current accounts	6.38	7.42
- On Deposit accounts	2,717.17	2,737.17
	2,723.55	**2,744.59**
Balances with Banks in foreign currencies		
In Current accounts	-	-
Cash on Hand	0.07	0.05
Total	**2,723.61**	**2,744.64**

Note 18 SHORT TERM LOANS AND ADVANCES

	March 31, 2026	March 31, 2025
The Short term Loans and Advances are classified as follows:		
(Unsecured, considered good)		
Others		
For supply of goods and rendering of services	93.90	51.50
Advance Income Taxes (net of provision for taxation)	204.22	108.29
Prepaid expenses	505.10	465.68
Balances with Government Authorities	432.07	561.39
Total	**1,235.29**	**1,186.87**

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 19 OTHER CURRENT ASSETS

	March 31, 2026	March 31, 2025
The Other Current Assets are classified as follows:		
(Unsecured, considered good)		
Interest accrued on deposits	41.65	48.58
Commission Income Receivable	65.42	-
Unbilled Revenue	5,800.00	1,817.63
Total	**5,907.07**	**1,866.20**

Note 20 REVENUE FROM OPERATIONS

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a)	**The Revenue from Operations are classified as follows:**		
(i)	Sale of Products and Services	17,745.07	15,898.04
(ii)	Increase / (Decrease) in Unbilled Revenue	3,047.36	2,752.64
	Total	**20,792.43**	**18,650.68**
	Other Notes		
	The Sale of Prolducts and Services are classified as follows:		
	Sale of Services	1,604.32	3,604.72
	Sale of Service-FMS	27.66	3.91
	Sale of Products - SEZ	430.16	-
	Sale of Products-Domestic	15,682.93	12,289.41
	Total	**17,745.07**	**15,898.04**
	Revenue generated from Subsidiaries, which is included above	-	935.01
	Revenue generated from an Enterprise in which Directors have significant influence	436.37	102.49

Note 21 OTHER INCOME

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a)	**The Other Income are classified as follows:**		
	Interest Income from Bank deposits	197.93	248.97
	Profit / (Loss) on sale of Fixed Assets	2.87	7.53
	Other non-operating income	70.06	11.80
	Total	**270.86**	**268.30**

(b) Other Notes

(b) (i) The Net Gain/(Loss) on sale of current investments is net of Provision made for diminution in the value of current investments amounting to Rs. Nil (Previous year Rs. Nil).

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 22 EMPLOYEE BENEFIT EXPENSES

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a)	**The Employees benefit expenses are classified as follows:**		
	Salaries and Wages	918.07	644.36
	Contribution to - Provident and Other Funds	13.39	23.02
	- Gratuity Fund	(0.16)	5.58
	Directors Remuneration	97.54	96.37
	Staff Welfare Expenses	62.77	68.65
	Consultancy Charges	438.59	447.02
	Total	**1,530.20**	**1,285.00**

Note 23 OTHER EXPENSES

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a)	**The Other Expenses are classified as follows:**		
	Professional Charges	150.84	66.81
	Freight Charges	37.45	24.74
	Rent	184.96	88.22
	Rates and Taxes	97.32	17.93
	Insurance Charges	32.21	34.01
	Travelling and Conveyance Expenses	142.88	104.82
	Repairs and Maintenance expenses	74.18	62.30
	Postage and Telephone	8.39	5.05
	Security Charges	4.89	5.42
	Auditors' Remuneration	9.00	9.00
	Directors' Sitting Fees	14.60	5.00
	Power and Fuel	28.64	25.06
	Exchange Fluctuation (Gain) / Loss	0.42	0.20
	Business Development Expenses	78.75	71.01
	CSR Expenses	48.27	33.23
	Selling Expenses	123.14	98.10
	Donations	5.00	3.41
	Miscellaneous Expenses	16.00	50.89
	Total	**1,056.95**	**705.22**

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 24 FINANCE COSTS

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
(a)	**The Finance Costs are classified as follows:**		
	Interest Expenses	625.41	435.46
	Loan Processing Charges	28.60	24.71
	Bank charges	0.11	
	Total	**654.12**	**460.17**

Note 25 CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	As at March 31, 2026	As at March 31, 2025
Claims against the company not acknowledged as debt *	-	-
Guarantees	-	-
Other money for which the Company is contingently liable	-	-

Note 26 INVESTMENTS

Particulars	No. of Shares	Face Value	Total
ROX Hitech Aps, Denmark	864	€ 1.00	0.8
ROX Hitech LLC, USA	51	$1.00	0.05
ROX Hitech, Mauritius	51	$1.00	0.05
ROX Hitech Pte Limited, Singapore	510	$1.00	0.44

Note 27 EARNINGS AND EXPENDITURE IN FOREIGN EXCHANGE

Description	March 31,2026	March 31,2025
Earnings in Foreign Currency		
FOB Value of Exports & Services	Nil	3.91
Expenditure Incurred In Foreign Currency		
Import of Trade Goods		9.29
Professional fees	65.28	

Difference due to currency fluctuations included in Statement of Profit & Loss, Net Loss/(Profit) of Rs.0.42 Lacs (Previous year (Rs.0.20 lacs)).

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 28 DISCLOSURE UNDER MSME ACT,2006 (AS PER INFORMATION RECEIVED FROM THE VENDOR)

Description	March 31,2026	March 31,2025
i) a) Principal amount remaining unpaid *	77.94	124.29
b) Interest amount remaining unpaid	-	-
ii) Interest and principal amount paid beyond appointed date	-	-
iii) Amount and interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the interest specified under this Act.	-	-
iv) Interest accrued and remaining unpaid	-	-
v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

Note 29 OTHER NOTES

a) In the opinion of the Board of Directors of the Company, the Work - in - Progress, Unbilled Revenue Sundry Debtors and Loans & Advances have a value in the ordinary course of business, at least equal to the amounts at which they are stated in the accounts.

b) Confirmations of Balances have been sought from Parties and necessary adjustments have been made wherever applicable from those received. In respect of others, the balances as appearing in the books have been adopted.

d) Previous year figures have been re-grouped/re-classified wherever necessary to conform to Current Year classification.

Note 30 RELATED PARTY DISCLOSURES

Names of related parties and relationship

Relation	Name of the Related Party	Designation
Key Management Personnel	Jim Rakesh	Managing Director
	Sukanya Rakesh	Director & CFO
	Senthil Kumar MM	Whole - Time Director
	Thenmozhi	Company Secretary and Compliance officer
	Alagar Rajagopalan	Independent Director
	Hariharan Dharmarajan	Independent Director
	Ethirajulu Bandaru	Independent Director
	Jeyasimmon Kenny Robert	Non Executive Non Independent Director
Enterprises in which Directors have Significant Influence	ROX Technology & Solutions Private Limited	
	Nisiteq Solutions	
	ROX Hitech Aps, Denmark	
Subsidiaries	Rox Hi-Tech LLC, USA	
	Rox Hi-Tech, Mauritius	
	Rox Hi-Tech Pte Limited, Singapore	

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

The above information furnished by the Management has been relied upon by the Auditors

Particulars	Subsidiary		Enterprises in which Control exists		Key Management Personnel	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Sale of Services	-	935.01	540.39	102.49	-	-
Purchase of Accessories	-	-	-	454.61	-	-
Expenses						
Professional Fees	11.51	-	-	-	-	-
Remuneration	-	-	-	-	131.25	122.77
Sitting fees	-	-	-	-	14.60	5.00
Outstanding at the Year end						
Trade Payables	-	-	132.38	367.08	-	
Trade Receivables	-	935.01	717.68	224.67		-
Investments	1.33	1.33	-	-	-	-

The above information furnished by the Management has been relied upon by the Auditors.

Note 31SEGMENT REPORTING

The entire operations of the Company relate only to one segment viz. 'Sale of Computer hardware components pheripheral devices, all kinds of electronic data processing equipments, providing in all kinds of software, including packaged & Customized software & Implement software solutions.' and hence no disclosure are required to be provided. The business segment have been identified on the basis of the nature of products and services, the risks and returns, internal organisation and management structure and the internal performance reporting systems.

Company's operation in different territories does not have significantly differing risks and returns.

Note 32 EARNING PER SHARE

Particulars	For the year ended March 31,2026	For the year ended March 31,2025
Net profit/(loss) for the year from continuing operations	1,763.94	1931.78
Net profit attributable to Equity Shareholders	1,763.94	1931.78
Weighted average number of equity shares	228.50	228.36
Number of equity shares	229.38	228.36
Par value of shares (in Rupees)	10.00	10.00
Basic Earnings per Share (in Rupees)	7.72	8.46
Diluted earnings per share (in Rupees)	7.69	8.46

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 33 NOTE ON EMPLOYEE BENEFITS

Amount recognized as expense included in 'Contribution to Provident and Other Funds' under :

Defined contribution plans	March 31,2026	March 31,2025
Contribution to Provident Fund	13.39	23.02
Contribution to Employees State Insurance		
	13.39	**23.02**

Post Employment Obligations - Gratuity

(i) Reconciliation of opening and closing balance of gratuity obligations:

Particulars	March 31,2026	March 31,2025
Net Liability as at the beginning of the period	49.57	44.00
Net Expenses in Profit and loss Account	(0.16)	5.58
Benefits Paid		-
Net Liability as at the end of the period	49.41	49.57
Present Value of Gratuity Obligation (Closing)	49.41	49.57

(ii) Expenses recognised in Statement of Profit and Loss during the year:

Particulars	March 31,2026	March 31,2025
Interest Cost	3.33	3.17
Current Service Cost	2.83	2.97
Past Service Cost		-
Expected Return on Plan Assets		-
Curtailment Cost (Credit)		-
Settlement Cost (Credit)		-
Net Actuarial (gain) / loss	(6.32)	(0.56)
Net Expenses to be recognized in P&L	(0.16)	5.58

(iii) Changes in Benefit Obligations:

Particulars	March 31,2026	March 31,2025
Opening Defined benefit Obligation	49.57	44.00
Current service cost	3.33	2.97
Interest cost for the year	2.83	3.17
Actuarial losses (gains)	(6.32)	(0.56)
Benefits paid		0
Closing Defined benefit Obligation	49.41	49.57

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

(iv) Actuarial assumptions:

Particulars	March 31,2026	March 31,2025
Rate of discounting	0.07	0.07
Salary Escalation	0.07	0.07
Attrition Rate	0.1	0.1
Mortality rate during employment Indian	Indian Assured Lives Mortality (2012-14) Ultimate	

Note 34 EXPENDITURE INCURRED ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

Particulars	March 31,2026	March 31,2025
(i) Amount required to be spent by the Company during the year	48.27	33.23
(ii) Amount of expenditure incurred	48.27	33.23
(iii) Shortfall at the end of the year	-	-
(iv) Total of previous year Shortfall	-	-
(v) Reasons for Shortfall	Not Applicable	
(vi) Details of related party transactions, e.g., contribution to a trust controlled by the Company in relation to CSR expenditure as per relevant Accounting Standard,	-	-
(vii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	Not Applicable	

Nature of CSR Activities : promotion of education of children in rural areas.

Note 35 ADDITIONAL REGULATORY INFORMATION

a) The Title deeds of the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

b) The Company does not have any investment property.

c) The Company has not revalued its Property, Plant and Equipment (including Right to Use Assets).

d) The Company has not revalued its Intangible Assets.

e) The Company has not granted Loans or Advances in the nature of loan to related parties (As per Companies Act, 2013).

f) No proceedings have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

g) The Company has been sanctioned working capital limits in excess of Rs. Five crores in aggregate from banks during the year. The quarterly returns or statements of Current Asset filed by the Company are in agreement with the Books of Account.

h) The Company is not declared as "willful defaulter" by any bank or financial institution or other lender.

i) There are no transactions with the Companies whose name struck off under section 248 of The Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31 March, 2026

j) All applicable cases where registration of charges or satisfaction is required to be filed with Registrar of Companies have been filed. No registration or satisfaction is pending at the year ended 31 March 2026.

k) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

l) No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.

m) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall :

   i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries)

   ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

n) The Company has not received any fund from any person or entity, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Company shall

   i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding Party (Ultimate Beneficiaries)

   ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

o) The Company has no such transaction which is not recorded in the books of accounts that has been voluntarily surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act,1961).

p) The Company has not operated in any crypto currency transactions.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 36 Details of Securities Against Credit Facilities Availed

Nature of Security and Terms of Repayment of Long Term Borrowings (Secured Loan)

Particulars	Terms of Repayment (in months)	Rate of Interest (p.a.)	Number of Instalments Outstanding as in 31-03-2026 (in months)	Earnest Monthly Instalment (EMI) / Principal Amount (Rs. In Lakhs)	Closing Balance as at 31-03-26 (Rs. In Lakhs)	Nature of Security
HDFC - Vehicle Loan	72	7.74%	18	0.30	5.28	Hypothecation of Vehicle
HDFC - Vehicle Loan	60	8.75%	31	0.17	4.72	Hypothecation of Vehicle
HDFC - Vehicle Loan	60	8.90%	21	0.17	3.54	Hypothecation of Vehicle
HDFC - Vehicle Loan	48	11.45%	33	0.19	5.59	Hypothecation of Vehicle
HDFC - Vehicle Loan	60	8.75%	40	0.22	7.67	Hypothecation of Vehicle
HDFC - Vehicle Loan	60	9.20%	45	0.22	8.34	Hypothecation of Vehicle
BMW Financial Services	48	7.77%	32	1.27	90.05	Hypothecation of Vehicle
HDFC MSME Loan - II	61	9.25%	13	2.29	29.51	Charge on book debts, stock-in-trade, Fixed Deposits
Hewlett Packard Financial Services (India) P Ltd	36	13.76%	2	8.41	8.41	Hypothecation of Stock
Hewlett Packard Financial Services (India) P Ltd	36	13.91%	3	9.48	18.65	Hypothecation of Stock
ICICI - Vehicle Loan	55	9.00%	25	0.21	4.92	Hypothecation of Vehicle
Axis Bank - Vehicle Loan	60	8.50%	56	0.31	13.55	Hypothecation of Vehicle
Kotak Mahindra Prime Ltd- Vehicle Loan	60	9.00%	48	0.31	13.05	Hypothecation of Vehicle
Subtotal						**213.28**
Less : Current Maturities classfied under Short Term Borrowings (Secured Loan)						(78.78)
Long Term Borrowings (Secured Loan)						**134.50**

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Nature of Security and Terms of Repayment of Long Term Borrowings (Secured Loan)

Particulars	Terms of Repayment (in months)	Rate of Interest (p.a.)	Number of Instalments Outstanding as in 31-03-2024 (in months)	Earnest Monthly Instalment (EMI) / Principal Amount (Rs. In Lakhs)	Closing Balance as at 31-03-24 (Rs. In Lakhs)
Adithiya Birla - II	36	15.50%	21	1.75	32.95
Bajaj Finserv OD	84	16.00%	73	0.55	39.86
Kotak Mahindra Bank Limited	36	15.00%	20	3.49	63.65
Clix Capital Services Private Limited	36	16.00%	27	1.77	40.71
Godrej Finance	36	15.50%	33	1.75	47.65
Kisetsu Saison Finance India Private Limited	30	16.00%	21	2.44	47.76
Mahindra Finance	37	16.50%	27	1.77	40.54
Siemens Financial Services Private Limited-SAP	12	12.50%	3	11.39	44.39
Siemens Financial Services Private Limited -4	18	13.00%	10	13.80	142.43
Siemens Financial Services Private Limited - SAP 2	12	12.50%	5	3.66	17.75
Siemens Financial Services Private Limited - 5	18	13.00%	11	5.43	60.79
Siemens Financial Services Private Limited -6	18	13.00%	12	11.01	132.89
Siemens Financial Services Private Limited - Lenovo 3	13	13.00%	3	11.24	85.67
Siemens Financial Services Private Limited -Inflow 1	12	12.50%	9	12.73	120.27
Siemens Financial Services Private Limited -Inflow 2	12	12.50%	10	6.67	69.02
Oxyzo Financial Service -II Loan	24	15.00%	10	6.06	56.08
L & T Finance Limited	36	15.50%	22	2.62	49.43
Subtotal					**1,091.83**
Less : Current Maturities classfied under Short Term Borrowings (Unsecured Loan)					(864.64)
Long Term Borrowings (Unsecured Loan)					**227.19**

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 37

Ageing for trade payables outstanding as at March 31, 2026 is as follows:

Particulars	< 1 year	1-2 years	2-3 years	> 3 years	Total
MSME	77.94				77.94
Others	3,352.46	205.00	103.42		3,660.88
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
	3,430.40	**205.00**	**103.42**	**-**	**3,738.81**
Accrued Expenses					
Total	**3,430.40**	**205.00**	**103.42**	**-**	**3,738.81**

Ageing for trade payables outstanding as at March 31, 2025 is as follows:

Particulars	< 1 year	1-2 years	2-3 years	> 3 years	Total
MSME	123.10	1.19	-	-	124.29
Others	2,719.27	21.82	23.94	-	2,765.03
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
	2,842.37	**23.02**	**23.94**	**-**	**2,889.33**
Accrued Expenses					-
Total	**2,842.37**	**23.02**	**23.94**	**-**	**2,889.33**

Note 38

Ageing for trade payables outstanding as at March 31, 2026 is as follows:

Particulars	Not Due	< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	Total
Undisputed Trade receivables – considered good	-		2,931.00	997.23	220.59	192.68	4,341.50
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	**-**	**-**	**2,931.00**	**997.23**	**220.59**	**192.68**	**4,341.50**
Less: Loss Allowance							-
Total Trade Receivables	**-**	**-**	**2,931.00**	**997.23**	**220.59**	**192.68**	**4,341.50**

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Ageing for trade receivables outstanding as at March 31, 2025 is as follows:

Particulars	Not Due	< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	Total
Undisputed Trade receivables – considered good	-	-	6,605.90	500.18	116.50	186.19	7,408.77
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	-	-	6,605.90	500.18	116.50	186.19	7,408.77
Less: Loss Allowance							-
Total Trade Receivables	**-**	**-**	**6,605.90**	**500.18**	**116.50**	**186.19**	**7,408.77**

Note 39 Ratio Analysis

Ratio	Numerator	Denominator	As at March 31, 2026	As at March 31, 2025	% Variance	Remarks
Current Ratio	Current Asset	Current Liabilities	1.88	1.92	-2%	
Debt-Equity Ratio	Total Debt	Total Shareholders Equity	0.52	0.43	23%	
Debt Service Coverage Ratio	Earnings available for debt service	Total Interest and principal repayments	0.41	0.61	-34%	Due to decrease in EBITDA in in the Current Year
Return On Equity Ratio	Net Profit after Tax	Shareholder's Equity	0.13	0.18	-24%	
Inventory Turnover Ratio	Net Profit after Tax	Cost of Sales Average Inventory	2.84	3.15	-10%	
Trade Receivables turnover ratio	Revenue	Average Trade Receivables	4.19	2.92	44%	Due to increase in Credit Sales
Trade payables turnover ratio	Purchases	Average Trade Payables	5.18	5.27	-2%	
Net capital turnover ratio	Revenue	Working Capital	2.10	2.35	-11%	
Net profit ratio	Net Profit	Revenue	8.48%	10.36%	-18%	
Return on Capital employed	Earning before interest and taxes	Capital employed	21.87%	27.54%	-21%	

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ROX HI-TECH LIMITED

(Formerly known as ROX Trading and Systems Private Limited)

Report on the Consolidated financial statements

Opinion

We have audited the accompanying Consolidated financial statements of M/s. ROX Hi-Tech Limited ('the Company") (Formerly known as ROX Trading and Systems Private Limited), and its subsidiaries ('collectively referred to as the Group"), which comprises the Consolidated Balance Sheet as at March 31, 2026, the Consolidated Statement of Profit and Loss, and Consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies' Act,2013 ("Act"), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit and cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated financial statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How was the matter addressed in our Audit
Trade Payables	
At 31 March 2026, the total trade payables balances included in Note No.9 was Rs.3752.18 Lacs (Previous Year: Rs. 2922.70 Lacs). For the year ended March 31, 2026 letters seeking confirmation of balance/statement of account were sent to vendors. Independent confirmations were received from a few parties and necessary adjustments, if any, were made. Accordingly, it has been determined as a key audit matter.	Our audit procedures in relation to trade payables included: • Obtaining an understanding of and assessing the design, implementation and operating effectiveness of key internal controls over the existence and performance of Procurement activities; • Selecting a sample of items of procurements made during the year ended 31st March 2026 and inspected underlying documentation to assess the Occurrence, Completeness, Authorization, Accuracy, Cut off and classification; • Obtaining confirmations and / or account statements from selected accounts payables and reconciling to the vendor accounts; • We assessed and validated the ageing profile of trade payables; Confirmations have been sought from vendors and wherever received, the necessary adjustments required, if any, have been made. In respect of others, balance as per Books of Account has been adopted and no adjustments have been proposed.

Key Audit Matters	How was the matter addressed in our Audit
Trade Receivables:	
At 31 March 2026, the total receivables balances net of provisions included in Note 16 was Rs. 4342.39 Lacs (Previous Year: Rs. 5752.40 Lacs). For the year ended March 31, 2026 letters seeking confirmation of balance/statement of account were sent to selected customers. Independent confirmations were received from a few parties and necessary adjustments, if any, were made. Accordingly, it has been determined as a key audit matter.	Our audit procedures in relation to trade receivables included: • We assessed and validated the ageing profile of trade receivables; • We assessed recoverability on a sample basis by reference to cash received subsequent to year-end and issue of credit notes post year-end, as necessary; • Obtaining confirmations and / or account statements from selected customers and reconciling to the general ledger accounts; • We considered the appropriateness of judgements regarding provisions for trade receivables and assessed whether these provisions were calculated in accordance with the Company's provisioning policies and / or whether there was evidence of management bias in provisioning, obtaining supporting evidence as necessary. Confirmations have been sought from customers and wherever received, the necessary adjustments required, if any, have been made. In respect of others, balance as per the books of account has been retained and necessary adjustments were made in these Financial Statements for doubtful cases based on subsequent collections. Hence no further adjustments are warranted. However the management should take necessary steps to ensure 100% compliance with regard to third party direct confirmations. Based upon the above, we satisfied ourselves that management has taken reasonable judgements that were materially supported by the available evidence in respect of the relevant receivable balances and also for doubtful recovery the provision has been provided. We did not encounter any issues through these audit procedures that indicated that provisioning in respect of trade receivables was inappropriate.
Valuation of Inventories	
The Company has Significant Inventory balance of Rs. 6918.12 lacs as of March 31,2026 (Previous Year: Rs. 5183.92 Lacs). According to the Significant Accounting Policy, the inventory is valued at the lower of cost or net realizable value. Inventory management, physical verification routines and costing of inventories are underlying key factors in determining the value of inventories.	Our audit procedures related to valuation of inventories included: • Evaluating the appropriateness of the accounting policies applied in relation to Accounting standards. • Testing of controls over inventory management and valuation. • Performing substantive audit procedures in order to test the appropriateness of inventory valuation at the lower of cost or net realisable value as at reporting date by testing on a sample basis the relevant components related to valuation. In addition, we have assessed the appropriateness of the Group's disclosures in respect of inventory valuation.

Information Other than the Consolidated financial statements and Auditor's Report Thereon:

The Company's Board of Directors is responsible for other information. The other information comprises the information included in the financial highlights, board's report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance/conclusion thereon.

In Connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of audit or otherwise appears to be materially misstated. If, based on the work we performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Consolidated Financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the Companies, incorporated in India, included in the Group are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies, incorporated in India, included in the Group are also responsible for overseeing the company's financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatements of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group to cease to continue as going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of the Company and its subsidiaries of which we are the independent Auditors. For the subsidiaries included in the Consolidated Financial Statements, the financial statements/ financial information as certified by the Management have been adopted by us. We remain solely responsible for our audit opinion considering the above.

We communicate with those charged with governance of the Company and its subsidiaries included in the consolidated financial statements of which we are the independent Auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit and in respect of the US subsidiaries we have relied on the certification of the Management in forming our opinion.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and we describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements/financial information of the subsidiaries and these unaudited financial statements/ financial information as certified by the Management are based on the reports submitted by the Management. These financial statements/financial information reflect total assets of Rs.23.56 lacs as at March 31,2026 and total revenue of Rs.8.80 lacs for the year ended on that date, as considered in the consolidated Financial Statements. Our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries and our report in terms of sub sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid Subsidiaries is based solely on the financial information certified by the Management.

Our Opinion on the Consolidated Financial Statements, and our Report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the financial statements/financial information furnished to us by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors of the Company and its subsidiaries none of the directors of the Group are disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those Companies, for reasons stated therein.

g) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, as amended, we report that, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the period is in accordance with the provisions of section 197 read with Schedule V to the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company has no pending litigations which has impact on its financial position.

(ii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

(iv) A) The respective Management of the Company and its subsidiaries has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(is), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

B) The respective Management of the Company and its subsidiaries has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, and

C) Based on the audit procedures adopted by us, nothing has come to our notice that has caused us to believe that the representations made by the management under sub clause (A) and (B) above, contain any material misstatement.

(v) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

No interim dividend declared or paid by the Company during the year.

(vi) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

(vii) With respect to the matters specified in paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("the Order"/"CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, reporting under CARO is not applicable to any of the subsidiaries included in the consolidated financial statements of the Company, as such subsidiaries are incorporated outside India and the Order is applicable only to companies incorporated in India under the provisions of the Companies Act, 2013. Based on the CARO report issued by us for the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in the said CARO report.

For Krishaan & Co.,
Chartered Accountants
Firm Reg.No. 001453S

K Sundarrajan
Partner
M.No. 208431
UDIN : 26208431HLJDSR4929

Place: Chennai
Date: May 28,2026

Annexure – A to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Rox Hi-Tech Limited ("the Company"), its subsidiaries ('collectively referred to as the Group") as of March 31, 2026 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company, its Subsidiary are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

a. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

b. provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

c. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on:

a. Policies and procedures followed by the Company which ensure orderly and efficient conduct of business;

b. Consistent adherence to the Company's policies;

c. Procedures which safeguard the Company's fixed assets and current assets including receivables and cash and Bank Balances;

d. Maintenance of Company's accounting records with accuracy;

e. Capacity to complete and prepare accurate and reliable financial interpretations.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the Internal Financial Control over Financial Reporting with reference to Financial Statements in so far as it relates to the Subsidiaries, is based on the corresponding information certified by the Management.

For Krishaan & Co.,
Chartered Accountants
Firm Reg.No. 001453S

K Sundarrajan
Partner
M.No. 208431
UDIN : 26208431HLJDSR4929

Place: Chennai
Date: May 28,2026

CONSOLIDATED BALANCE SHEET

as at March 31, 2026

All figures are in Rupees Lakhs unless otherwise mentioned

S. No.	Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
I	**EQUITY AND LIABILITIES**			
1	**Share holders' funds**			
	(a) Share Capital	3	2,293.77	2,283.64
	(b) Reserves and Surplus	4	10,821.31	8,731.43
	(c) Money received against Share Warrants		77.32	-
			13,192.40	**11,015.07**
	Minority Interest			
			(61.30)	
2	**Non-current liabilities**			
	(a) Long-Term Borrowings	5	361.69	532.21
	(b) Deferred Tax Liability [net]	6	161.90	240.69
	(c) Long-term Provisions	7	49.41	49.57
			573.00	**822.47**
3	**Current liabilities**			
	(a) Short-term borrowings	8	6,526.54	4,125.81
	(b) Trade payables	9		
	(A) Total outstanding dues of Micro and Small Enterprises; and		77.94	124.29
	(B) Total outstanding dues of creditors other than Micro and Small Enterprises		3,674.23	2,798.41
	(c) Other current liabilities	10	326.71	1,195.43
	(d) Short-term provisions	11	640.64	496.92
			11,246.05	8,740.86
			24,950.15	**20,578.39**
II	**ASSETS**			
1	**Non Current Assets**			
	(a) Property, Plant & Equipment and Intangible Assets			
	(i) Property, Plant & Equipment	12	3,228.94	1,517.16
	(ii) Intangible assets		65.72	8.36
	(iii) Capital work-in-progress		-	1,809.60
			3,294.66	**3,335.12**
	(b) Non-current investments	13	0.80	0.80
	(c) Other Non-Current Assets	14	552.81	508.01
			553.61	**508.81**
2	**Current assets**			
	(a) Inventories	15	6,918.12	5,183.92
	(b) Trade Receivables	16	4,342.39	5,752.40
	(c) Cash and Cash equivalents	17	2,746.15	2,745.07
	(d) Short-term loans and advances	18	1,188.16	1,186.87
	(e) Other Current Assets	19	5,907.07	1,866.20
			21,101.88	**16,734.46**
3	**Miscellaneous Expenditure** (to the extent not written off or adjusted)		-	-
	Total		**24,950.15**	**20,578.39**
	Summary of Significant accounting policies	2.1		

The accompanying notes are an integral part of the Financial Statements.
As per our Report of even date

For Krishaan & Co.,
Chartered Accountants
Firm Regn No. : 001453S

For and on behalf of the Board of Directors of
Rox Hi-Tech Limited

K Sundarrajan
Partner
Membership No. : 208431
UDIN: 26208431HLJDSR4929

Sukanya Rakesh
Director cum CFO
DIN: 01722486

Jim Rakesh
Managing Director
DIN: 01722482

Place : Chennai
Date : May 28,2026

Thenmozhi
Company Secretary cum Compliance Officer
M No: A66685

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Particulars	Note No.	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue			
Revenue from Operations	20	20,298.26	18,745.74
Other Income	21	270.86	268.30
Total Income		**20,569.13**	**19,014.03**
Expenses			
Purchases		16,743.42	14,813.02
Changes in Inventories		(1,734.20)	(971.33)
Employee benefit expenses	22	1,590.58	1,285.00
Other Expenses	23	1,057.76	705.22
Total Expenses		**17,657.57**	**15,831.91**
EBITDA		**2,911.56**	**3,182.13**
Depreciation and amortisation expenses		170.54	105.66
Finance Costs	24	654.64	460.18
Preliminary Expenses written off			-
Profit/(Loss) before Tax		**2,086.38**	**2,616.28**
Tax Expenses			
(1) Current tax		468.89	628.51
(2) MAT Credit Entitlement		-	-
(3) Earlier Year tax		-	-
(4) Deferred Tax Expense / (Income)		(6.86)	(5.49)
Total Tax Expenses		**462.03**	**623.02**
Profit/(Loss) for the year		**1,624.35**	**1,993.27**
Exceptional Items		68.40	-
Share of Minority Interest			
Earnings Per Equity Share [nominal value of share Rs. 10 (PY:Rs. 10)]			
(1) Basic		7.11	8.73
(2) Diluted		7.37	8.73
Summary of Significant accounting policies	2.1		

The accompanying notes are an integral part of the Financial Statements.
As per our Report of even date

For Krishaan & Co.,
Chartered Accountants
Firm Regn No. : 001453S

For and on behalf of the Board of Directors of
Rox Hi-Tech Limited

K Sundarrajan
Partner
Membership No. : 208431
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Sukanya Rakesh
Director cum CFO
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Jim Rakesh
Managing Director
DIN: 01722482

Place : Chennai
Date : May 28,2026

Thenmozhi
Company Secretary cum Compliance Officer
M No: A66685

CONSOLIDATED CASH FLOW STATEMENT

for the year ended March 31, 2026

All figures are in Rupees Lakhs unless otherwise mentioned

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
A	**Cash flow from Operating Activities**		
	Net Profit before Tax	2,086.38	2,616.28
	Adjustments for :		
	Depreciation charged during the year	170.54	105.66
	Foreign Currency Fluctuations	33.38	
	Profit on Sale of Asset	(2.87)	(7.53)
	Interest Income	(197.93)	(248.97)
	Interest Expense	625.41	435.46
		628.52	**284.63**
	Operating Profit before Working Capital Changes	**2,714.90**	**2,900.91**
	Changes in working capital:		
	Adjustments for (increase) / decrease in operating assets:		
	Inventories	(1,734.20)	(5,183.92)
	Trade receivables	1,410.01	(7,570.03)
	Short-term loans and advances	(1.28)	(1,186.87)
	Long-term loans and advances	(4,085.67)	(556.60)
	Adjustments for increase / (decrease) in operating liabilities:		
	Trade payables	829.46	2,922.71
	Other current liabilities	(868.72)	1,195.42
	Short-term provisions/borrowings	2,545.67	4,622.75
	Long-term provisions	-0.16	49.57
		(1,904.88)	**(5,706.97)**
	Net Cash from Operating Activities before Tax	**810.03**	**(2,806.06)**
	Net income tax (paid) / refunds	(468.89)	(628.51)
	Net Cash from Operating Activities After Tax	341.14	(3,434.57)
B	**Cash flow from Investing Activities**		
	Purchase of Fixed Assets	(131.01)	5,821.00
	Purchase of Investments	-	(0.80)
	Interest Received	197.93	248.97
	Proceeds from sale of Fixed Assets	3.80	10.50
	Net cash used in Investing Activities	(410.79)	99.94
		70.72	**6,079.67**

CONSOLIDATED CASH FLOW STATEMENT

for the year ended March 31, 2026

All figures are in Rupees Lakhs unless otherwise mentioned

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
C	**Cash flow from Financing Activities**		
	Proceeds from share capital	10.13	3.19
	Proceeds from Issue of share Warrants	375.00	
	Proceeds from Long Term Borrowings	(170.52)	532.21
	Interest paid	(625.41)	(435.46)
	Net cash used in Financing Activities	**(410.79)**	**99.94**
	Net increase / (Decrease) in cash (A+B+C)	1.07	2,745.04
	Opening Balance of Cash and cash equivalents	2,745.07	-
	Closing Balance of Cash and cash equivalents	**2,746.14**	**2,745.04**

The accompanying notes are an integral part of the Financial Statements.
As per our Report of even date

For Krishaan & Co.,
Chartered Accountants
Firm Regn No. : 001453S

For and on behalf of the Board of Directors of
Rox Hi-Tech Limited

K Sundarrajan
Partner
Membership No. : 208431
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Sukanya Rakesh
Director cum CFO
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Jim Rakesh
Managing Director
DIN: 01722482

Place : Chennai
Date : May 28,2026

Thenmozhi
Company Secretary cum Compliance Officer
M No: A66685

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note: 1 Company Overview & Significant Accounting Policies

Company Overview

The Company was incorporated as a Private Limited Company on 13th March 2002 under the provisions of the Companies Act 1956, bearing CIN:U51506TN2002PLC048598 and having its registered office at Old No.101B, New No.160, Mahalingapuram Main Road, Nungambakkam Chennai - 600034 India, with operating units across the Country.

The Company is engaged in the business of dealing in Computer Hardware components, pheripheral devices, all kinds of electronic data processing equipments, providing in all kinds of software, including packaged & Customized software & Implement software solutions in the domains like Customer Relationship Management(CRM), Supply chain Management (SCM) and Business Operations (BO) and to help the customers to solve the problems and challenges in business by implementing IBM's ON — DEMAND Solutions. Further the company is also running Software/hardware training Centers, Software Consultancy, System Studies, Management consultancy, techno economic feasibility studies of projects, design and development of management information systems in India and outside India and to focus on Identification, selection, training of Software manpower for onsite placement in India and outside India for its own use and/or clients use and recruitment and job placement services in India and outside India.

Note: 2 Significant Accounting Policies

1 Basis of preparation:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention.

Principles of Consolidation

Subsidiary

The financial statements of the Subsidiary Companies and the associates used in consolidation are drawn upto the reporting date of such subdiaries and associates.

The financial statements of the Holding Company and its subsidiaries have been combined on a line by line basis by adding together like items of assets, liabilities, income and expenses. Inter Company balances and transactions and unrealised profits or losses have been fully eliminated.

The excess of the cost to the parent of its investments in a subsidiary over the parent's portion of equity at the date on which investment in the subsidiary is made, is recognised as 'Goodwill (on Consolidation)'. When the cost to the parent of its investment in a subsidiary is less than the parent's portion of equity of the subsidiary at the date on which investment in the subsidiary is made, the difference is treated as 'Capital reserve (on Consolidation)' in the Consolidated financial statements.

Minority Interest in the net assets of the consolidated subsidiary consists of the amount of equity attributable to the minority shareholders at the date of investment in the subsidiary Company is made and further movements in their share in the equity,subsequent to date of investment.

On disposal of a subsidiary , the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

The share of profit/loss of associate companies is accounted under the Equity Method as per which the share of profit/loss of the Associate Company has been adjusted to the cost of investment. An associate is an enterprise in which the investor has significant influence and which is neither a subsidiary nor a joint venture.

Associates

The Company accounts for its share of post acquisition changes in net assets of associates, after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Consolidated Profit and Loss Account, to the extent such change is attributable to the associates' Profit and Loss Statement and through its reserves for the balance based on available information.

The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be.

As far as possible, the Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

2 Revenue recognition:

The company derives its revenues primarily from Sale of computer servers, laptops, hardware pheripheral devices & derives service revenue from sale of customized softwares. Revenue from services provided under fixed price contracts, where the outcome can be estimated reliably, is recognized based on contract activity. Revenue on time-and-material contracts are recognized as the related services are performed and the revenues from the end of the last billing to the balance sheet date are recognized as unbilled revenues.

The Company's contracts with customers include contracts with multiple products and services. The Company derives revenues from IT services comprising software development and related services, maintenance, consulting and package implementation, licensing of software products and platforms across the Company's core and digital offerings and business process management services. In some cases, the company engages in some fixed price development contracts, including contracts with multiple performance obligations.

Revenue recognition in such contracts involves judgments relating to identification of distinct performance obligations, determination of transaction price for such performance obligations and the appropriateness of the basis used to measure revenue over a period. In case of fixed price development contracts where performance obligations are satisfied over a period of time, revenue is recognized based on management's estimate of contract efforts. The estimation of total efforts or costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured in accordance with AS-9, Revenue Recognition. Sales are recognized on accrual basis, and only after transfer of services to the customer.

Interest Income: Revenue is recognized on the time proportion basis after taking into account the amount outstanding and the rate applicable.

Dividend Income: Dividend Income is recognised when the owners right to receive payment is established.

Other Income: Other items of income and expenditure are recognized on accrual basis and as a going concern basis, and the accounting policies are consistent with the generally accepted accounting policies.

3 Property Plant and Equipment including Intangible assets:

Property Plant and Equipments are stated at cost, less accumulated depreciation. Cost includes cost of acquisition including material cost, freight, installation cost, duties and taxes, and other incidental expenses, incurred up to the installation stage, related to such acquisition. Property, Plant and Equipments purchased in India by foreign currency are recorded in Rupees, converted at the exchange rate prevailed on the date of purchase.

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss.

4 Depreciation & Amortisation:

The Company has applied the estimated useful lives as specified in Schedule II of the Companies Act 2013 and calculated the depreciation based on useful life of assets. Depreciation on new assets acquired during the year is provided from the date of acquisition to the end of the financial year. In respect of the assets sold during the year, depreciation is provided from the beginning of the year till the date of its disposal.

Intangible assets are amortised on a straight-line basis over the estimated useful life as specified in Schedule II of the Companies Act 2013. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss. In respect of the assets sold during the year, amortisation is provided from the beginning of the year till the date of its disposal.

Useful life of Property, Plant and Equipments

Category	Useful life
Computer & Accessories	3-6 years
Furniture & Fittings	10 years
Office Equipments	8 years
Softwares	8-10 years
Plant & Machinery	15 years
Electrical Fittings	10 years
Vehicles	10 years

5 Impairment of assets:

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognised wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. Reversal of impairment loss is recognised immediately as income in the profit and loss account.

6 Use of estimates:

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and the reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, income taxes, post - sales customer support and the useful lives of Property Plant and Equipments and intangible assets.

7 Inventories:

Hardware, Software and Product

Components:

Product Components are valued at lower of cost or net realizable value. Cost is determined on First-In-First Out basis.

Projects in Progress / Work in Progress:

Hardware equipments, softwares, development cost and other items are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis. Cost includes material cost, freight and other incidental expenses incurred in bringing the inventory to the present location / condition.

8 Trade Receivables:

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

9 Foreign currency transactions:

Domestic Operation:

I . Initial recognition :

A foreign currency transactions are recorded, on initial recognition in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

II . Measurement :

Foreign currency monetary items are reported using the closing rate.

Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction

Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

III . Treatment of Foreign exchange :

Exchange differences arising on settlement/ restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expenses in the Statement of Profit and Loss

10 Employee Benefits:

A. Post-Employment benefits:

Defined benefit plan:

Gratuity liability is a defined benefit obligation and is unfunded. The Company accounts for liability for future gratuity benefits based on the actuarial valuation using Projected Unit Credit Method carried out as at the end of each financial year.

Defined contribution Plan:

Provident Fund: Eligible employees receive benefit from provident fund covered under the Provident Fund Act. Both the employee and the company make monthly contributions. The employer contribution is charged off to Profit & Loss Account as an expense.

11 Taxes on Income:

Income Tax expense is accounted for in accordance with AS-22 "Accounting for Taxes on Income" for both Current Tax and Deferred Tax stated below:

A. Current Tax:

Provision for current tax is made in accordance with the provisions of the Income Tax Act, 1961.

B. Deferred Tax:

Deferred tax is recognised, subject to the consideration of prudence, as the tax effect of timing difference between the taxable income and accounting income computed for the current accounting year using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax assets are recognised and carried forward to the extent that there is a reasonable certainty, except arising from unabsorbed depreciation and carried forward losses, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

12 Provisions and Contingent Liabilities:

A provision is recognised if, as a result of past event, the Company has a present legal obligation that can be estimated reliably and it is probable that an outflow of economic benefit will be required to settle the obligation. Provisions are determined by the best estimate of outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

13 Earnings Per Share:

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

14 Cash and Cash Equivalents:

The Company's cash and cash equivalents consist of cash on hand and in banks , which can be withdrawn at any time, without prior notice or penalty on the principal. For the purposes of the statement of cash flows, cash and cash equivalents include cash on hand, in banks are considered part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under borrowings within current liabilities.

15 Cash Flow Statement:

Cash flows are reported using indirect method, whereby net profit/loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

16 Investments:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 3 SHARE CAPITAL

		March 31, 2026	March 31, 2025
(a)	The Share Capital is classified as follows		
(i)	Authorised shares (Numbers)		
	4,00,00,000 (Previous year 4,00,00,000)Equity Shares of Rs. 10 each	4,000.00	2,500.00
(ii)	Issued, subscribed and fully paid-up shares (Numbers)	2,293.77	2,283.64
	2,29,37,688 (Previous Year 2,28,36,350) Equity Shares with par value of Rs. 10 each		
	Total	**2,293.77**	**2,283.64**

The company has only one class of equity shares having at par value of Rs.10/- per share. Each holder of equity shares is entilted to one vote per share.

The Board of Directors have recommended a dividend of Rs.1/- per equity share of Rs.10/- each for the year ended March 31,2026. The payment is subject to approval of shareholders in the Annual General Meeting (AGM) of the Company to be held on September 30, 2026, and if approved, would result in a net cash outflow of Rs. 229.38 lakhs.

In the event of liquidation of the company, the holders of equity shares will be entilted to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.

The reconciliation of number of shares outstanding and the amount of share capital as at March 31, 2026 and March 31, 2025 is set out below:

Particulars	As at 31 March 2026		As at 31 March 2025	
	Numbers of Shares	Amount	Numbers of Shares	Amount
No. of Shares at the beginning of the year	228.36	2,283.64	228.36	2,283.64
No. of Shares Issued during the year	1.01	10.13	-	-
No. of Shares at the End of the year	229.38	2,293.77	228.36	2,283.64

Equity shares held by each shareholder holding more than 5% shares and No of shares held

Name of Shareholders	No of shares	% holding	No of shares	% holding
Jim Rakesh	103.00	44.90%	103.00	45.10%
Sukanya Rakesh	22.65	9.87%	22.65	9.92%
Janet Rekha	9.14	3.98%	9.14	4.00%
Total number of shares outstanding	**229.38**		**228.36**	

Details of shareholding of Promoters

Name	Status	No. of Shares	% of Total Shares	% Change
Jim Rakesh	Promoter	103.00	44.90%	-0.20%
Sukanya Rakesh	Promoter	22.65	9.87%	-0.04%
Janet Rekha	Promoter	9.14	3.98%	-0.02%

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 4 RESERVES AND SURPLUS

	March 31, 2026	March 31, 2025
The Reserves and Surplus are classified as follows:		
Securities Premium Reserve		
Opening balance	4,113.88	4,110.69
Add: Additions during the year	297.68	3.19
Less: Issue Expenses	-	
	4,411.56	**4,113.88**
General Reserve		
Opening balance	2,857.36	2,857.36
Add: Additions during the year	-	
Less: Transferred to Other Reserves (Dividend, Bonus, other reserves)	-	
	2,857.36	**2,857.36**
Foreign Currency Reserve		
Opening Balance	5.85	-
Add: Additions during the year	27.53	5.85
	33.38	**5.85**
Surplus / (Deficit) in the Statement of Profit and Loss		
Balance as per last financial statements	1,754.33	-
Profit / (Loss) for the year	1,692.75	1,993.27
Total Surplus available for appropriations	3,447.08	1,993.27
Less: Appropriations:		
Adjustment for Deferred Tax on Fixed Asset	-71.93	238.94
Adjustments on Subsidiary Balances	-	
Total appropriations	-	238.94
Net Surplus in the Statement of Profit and Loss	**3,519.01**	**1,754.33**
Total	**10,821.31**	**8,731.43**

The Board of Directors of the Company, in their meeting held on September 5, 2025 had approved a issuance of 30,92,782 Warrants, each are convertible into fully paid-up Equity Shares of the Company, on a preferential basis to the Promoter and Promoter Group of the Company, for an aggregate amount of Rs.1500 lakhs, at a issuance price of Rs.48.50 per Warrants (derived pursuant to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018).

Subsequently, the shareholders of the Company, in the Annual General Meeting held on September 29, 2025 approved the issuance of Warrants on preferential basis. As per the terms of warrant, each Warrant is convertible into one Equity Share of the Company and the rights attached to Warrants can be exercised at anytime, within a period of 18 months from the date of allotment of Warrants.

During the year, the Company has received an aggregate consideration of Rs. 375 lakhs representing 25% of the issue price from allottees as the warrant subscription price. Balance amount will be receivable upon the exercise of the warrants.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 5 LONG TERM BORROWINGS

Particulars	March 31, 2026	March 31, 2025
The Long term borrowings are classified as follows:		
Secured Loans		
Hire purchase loans	156.71	166.42
Other Loans from Banks and NBFCs	56.57	144.76
Less : Current Maturities classfied under Short Term Borrowings (Secured Loan)	(78.78)	(71.97)
	134.50	**239.21**
Unsecured Loans		
Term Loans from Banks and NBFCs	1,091.83	367.87
Unsecured Loans from Director	-	-
Other Unsecured Loans	-	-
Less : Current Maturities classfied under Short Term Borrowings (Unsecured Loan)	(864.64)	(74.87)
	227.20	**293.00**
	361.69	**532.21**

Other Notes
Refer Note 36 for terms repayment, nature of Security and other relevant details.
There are no defaults in the repayment of interest and/or principal amount of the loans during the current year.

Note 6 DEFERRED TAX LIABILITIES (NET)

	March 31, 2026	March 31, 2025
The Deferred Tax Liabilities is as follows:		
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting	174.38	253.17
Gross deferred tax liability	**174.38**	**253.17**
Deferred Tax Asset		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis.	(12.48)	(12.48)
Provision for diminution in the value of investments	-	-
Provision for bad and doubtful debts	-	-
	(12.48)	**(12.48)**
Gross deferred tax asset	**161.90**	**240.69**

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 7 LONG TERM PROVISIONS

	March 31, 2026	March 31, 2025
The Long term provisions are classified as follows:		
Provision for gratuity	49.41	49.57
	49.41	**49.57**

Note 8 SHORT TERM BORROWINGS

	March 31, 2026	March 31, 2025
The Short Term borrowings are classified as follows:		
Loans repayable on Demand from Banks, Secured		
Secured Loans		
Current Maturities of Long-term borrowings	78.78	71.97
Term Loans from Banks and NBFC	-	
Overdrafts from Banks & NBFCs	2,355.18	1,979.86
Invoice Factoring	3,223.00	1,999.11
	5,656.96	**4,050.95**
Unsecured Loans		
Current Maturities of Long-term borrowings	864.64	74.87
Short Term Borrowings from NBFCs	-	-
Loans from related parties & others	4.94	-
Total	**6,526.54**	**4,125.81**

Other Notes:

Details of Securities Against Credit Facilities Availed

Particulars	Nature of Facility	Rate of Interest	Nature of security
HSBC Bank Limited	Overdraft	8.65%+Repo rate	Hypothecation of stock and debtors, Equitable Mortgage of Immovable Property owned by Directors, Secured against Fixed Deposit and Personal & Corporate Guarantee of Promoters
HSBC Bank Limited	Cash Credit	8.65%+Repo rate	

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 9 TRADE PAYABLES

	March 31, 2026	March 31, 2025
The trade payables are classified as follows:		
Dues to Micro, Small and Medium Enterprises	77.94	124.29
Dues to enterprises other than Micro, Small and Medium Enterprises	3,674.24	2,798.41
Total	**3,752.16**	**2,922.71**

Refer Note 37 for Ageing of Creditors

There are no interest amounts paid or payable to Micro,Small and Medium Enterprises. The information in relation to dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company, which has been relied upon by the Auditors.

Note 10 OTHER CURRENT LIABILITIES

	March 31, 2026	March 31, 2025
The Other Current Liabilities are classified as follows:		
Others		
Employee's State Insurance Payable	0.01	0.02
Tax Deducted at Source Payable	33.18	17.54
Provident Fund Payable	3.56	4.03
Goods and Services Tax payable	0.01	318.12
Advance received from Customers	289.09	794.39
LWF Payable	(0.01)	-
Other Current Liabilities	0.87	61.33
Total	**326.71**	**1,195.43**

Note 11 SHORT TERM PROVISIONS

	March 31, 2026	March 31, 2025
The Short term provisions are classified as follows:		
Other provisions		
Provision for Tax	640.64	496.94
Total	**640.64**	**496.94**

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 12 FIXED ASSETS

Group	Particulars	Original Cost				Depreciation and amortisation				Net Block	
		As at Mar 31, 2025	Additions during the year	Deletions during the year	As at March 31, 2026	As at Mar 31, 2025	For the year	On Deletions	As at March 31, 2026	As at March 31, 2026	As at Mar 31, 2025
Tangible Assets	Land	289.51			289.51	-			-	289.51	289.51
Tangible Assets	Plant and Machinery	0.69			0.69	0.69	-		0.69	-	-
Tangible Assets	Office Equipment	66.23	9.27		75.49	24.51	6.30		30.81	44.68	41.72
Tangible Assets	Furniture and fittings	190.68	5.22		195.92	49.42	15.52		64.94	130.98	141.27
Tangible Assets	Electrical Fittings	24.15	4.00		28.15	3.11	2.29		5.41	22.74	21.04
Tangible Assets	Computer	935.13	1,757.83		2,692.96	165.27	97.33		262.60	2,430.36	769.86
Tangible Assets	Motor Vehicles	354.75	41.68	8.72	387.71	100.99	30.43	7.79	123.62	264.09	253.77
Intangible Assets	Software	21.78	76.03		97.81	13.42	18.67		32.09	65.72	8.36
Capital Work in Progress		1,809.60	-	1,809.60	-	-			-	-	1,809.60
Leasing asset		-	46.58	-	46.58	-	-	-	-	46.58	-
TOTAL		**3,692.52**	**1,940.61**	**1,818.32**	**3,814.81**	**357.40**	**170.54**	**7.79**	**520.15**	**3,294.66**	**3,335.12**
Previous year figures		1,437.70	2,289.48	34.67	3,692.52	283.44	105.64	31.69	357.39	3,335.12	1,154.25
Summary											
Total Tangible Assets		1,861.14	1,864.58	8.72	3,717.01	343.99	151.87	7.79	488.07	3,228.94	1,517.16
Total Intangible Assets		21.78	76.03	-	97.81	13.42	18.67	-	32.09	65.72	8.36

CAPITAL WORK IN PROGRESS AS ON 31-Mar-26 AND 31-Mar-25

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress*					
As at March 31,2026	-	-	-	-	-
As at March 31,2025	-	-	-	-	-
Projects temporarily suspended					
As at March 31,2026	-	-	-	-	-
As at March 31,2025	-	-	-	-	-

*There are no projects in progress under capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 13 NON CURRENT INVESTMENTS

	March 31, 2026	March 31, 2025
The Non-current investments are classified as follows:		
Other investments		
Investments In equity instruments	0.80	0.80
Total	**0.80**	**0.80**

Other notes

(i) The Investments are carried at cost

(ii) The Investments are Unquoted Investments.

(iii) Provision for Diminution in the Value of Investment is considered during the year as per the Management assessment.

Note 14 OTHER NON-CURRENT ASSETS

	March 31, 2026	March 31, 2025
The Other Non-current assets are classified as follows:		
Unsecured, considered good		
Security Deposits	201.86	106.04
Margin Money Deposits	243.85	294.88
Other Loans and Advances		
Loans and Advances	107.10	107.10
	552.81	**508.01**

Note 15 INVENTORIES

	March 31, 2026	March 31, 2025
The Inventories are classified as follows:		
(At cost or below)		
Traded Goods	4,842.69	2,738.82
Work-in-progress	2,075.43	2,445.09
Less: Provision for diminution in value	-	-
Total	**6,918.12**	**5,183.92**

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 16 TRADE RECEIVABLES

	March 31, 2026	March 31, 2025
The Trade Receivables are classified as follows:		
Secured, Considered Good	-	-
Unsecured, Considered Good	4,342.39	5,752.40
	4,342.39	**5,752.40**
Less: Provision for Bad and Doubtful debts	-	-
Total	**4,342.39**	**5,752.40**

Refer Note 38 for Ageing of Receivables

Note 17 CASH AND CASH EQUIVALENTS

	March 31, 2026	March 31, 2025
The Cash and Cash Equivalents are classified as follows:		
Balances with Banks		
Balances with Banks in Indian Rupees		
- On Current accounts	6.38	7.85
- On Deposit accounts	2,717.17	2,737.17
	2,723.55	**2,745.02**
Balances with Banks in foreign currencies		
In Current accounts	22.53	-
Cash on Hand	0.07	0.05
Total	**2,746.15**	**2,745.07**

Note 18 SHORT TERM LOANS AND ADVANCES

	March 31, 2026	March 31, 2025
The Short term Loans and Advances are classified as follows:		
(Unsecured, considered good)		
Others		
For supply of goods and rendering of services	46.77	51.50
Other Advances	0.00	0.00
Advance Income Taxes (net of provision for taxation)	204.22	108.29
Prepaid expenses	505.10	465.68
Balances with Government Authorities	432.07	561.39
Total	**1,188.16**	**1,186.87**

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 19 OTHER CURRENT ASSETS

	March 31, 2026	March 31, 2025
The Other Current Assets are classified as follows:		
(Unsecured, considered good)		
Others	-	-
Interest accrued on deposits	41.65	48.58
Commission Income Receivable	65.42	-
Unbilled Revenue	5,800.00	1,817.63
Total	**5,907.07**	**1,866.20**

Note 20 REVENUE FROM OPERATIONS

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a)	**The Revenue from Operations are classified as follows:**		
(i)	Sale of Products and Services	17,250.90	15,993.10
(ii)	Increase / (Decrease) in Unbilled Revenue	3,047.36	2,752.64
	Total	**20,298.26**	**18,745.74**
	Other Notes		
	The Sale of Prolducts and Services are classified as follows:		
	Sale of Services	1,604.32	3,604.72
	Sale of Service - FMS	27.66	3.91
	Sale of Products - SEZ	430.16	-
	Sale of Products-Domestic	15,188.76	12,384.47
	Total	**17,250.90**	**15,993.10**
	Revenue generated from an Enterprise in which Directors have significant influence	436.37	102.49

Note 21 OTHER INCOME

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a)	**The Other Income are classified as follows:**		
	Interest Income from Bank deposits	197.93	248.97
	Profit / (Loss) on sale of Fixed Assets	2.87	7.53
	Other non-operating income	70.06	11.80
	Total	**270.86**	**268.30**

(b) Other Notes

(b) (i) The Net Gain/(Loss) on sale of current investments is net of Provision made for diminution in the value of current investments amounting to Rs. Nil (Previous year Rs. Nil).

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 22 EMPLOYEE BENEFIT EXPENSES

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a)	**The Employees benefit expenses are classified as follows:**		
	Salaries and Wages	918.07	644.36
	Contribution to - Provident and Other Funds	13.39	23.02
	- Gratuity Fund	(0.16)	5.58
	Directors Remuneration	97.54	96.37
	Staff Welfare Expenses	62.77	68.65
	Consultancy Charges	498.97	447.02
	Total	**1,590.58**	**1,285.00**

Note 23 OTHER EXPENSES

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a)	**The Other Expenses are classified as follows:**		
	Professional Charges	150.84	66.81
	Freight Charges	37.45	24.74
	Rent	184.96	88.22
	Rates and Taxes	97.32	17.93
	Insurance Charges	32.21	34.01
	Travelling and Conveyance Expenses	142.88	104.82
	Repairs and Maintenance expenses	74.18	62.30
	Postage and Telephone	8.39	5.05
	Security Charges	4.89	5.42
	Auditors' Remuneration	9.00	9.00
	Directors' Sitting Fees	14.60	5.00
	Power and Fuel	28.64	25.06
	Exchange Fluctuation (Gain) / Loss	1.24	0.20
	Business Development Expenses	78.75	71.01
	CSR Expenses	48.27	33.23
	Selling Expenses	123.14	98.10
	Donations	5.00	3.41
	Miscellaneous Expenses	16.00	50.89
	Total	**1,057.76**	**705.22**

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 24 FINANCE COSTS

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a) **The Finance Costs are classified as follows:**		
Interest Expenses	625.41	435.46
Loan Processing Charges	28.60	24.71
Bank charges	0.64	0.01
Total	**654.64**	**460.18**

Note 25 CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	As at March 31, 2026	As at March 31, 2025
Claims against the company not acknowledged as debt *	-	-
Guarantees	-	-
Other money for which the Company is contingently liable	-	-

Note 26 ENTERPRISES CONSOLIDATED AS SUBSIDIARY IN ACCORDANCE WITH AS 21- CONSOLIDATED FINANCIAL STATEMENTS

Particulars	Country of incorporation	Proportion of ownership interest
ROX Hitech LLC, USA@	USA	51%
ROX Hitech, Mauritius$	Mauritius	51%
ROX Hitech Pte Limited, Singapore	Singapore	51%

@ Subsidiaries having December 31 as reporting date.

$ Subsidiaries having June 30 as reporting date.

Note 27 EARNINGS AND EXPENDITURE IN FOREIGN EXCHANGE

Description	March 31,2026	March 31,2025
Earnings in Foreign Currency		
FOB Value of Exports & Services		3.91
Expenditure Incurred In Foreign Currency		
Import of Trade Goods		9.29
Professional fees	65.28	

Difference due to currency fluctuations included in Statement of Profit & Loss , Net Loss/(Profit) of Rs.0.42 Lacs (Previous year (Rs.0.20 lacs)).

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 28 DISCLOSURE UNDER MSME ACT,2006 (AS PER INFORMATION RECEIVED FROM THE VENDOR)

Particulars	March 31,2026	March 31,2025
i) a) Principal amount remaining unpaid *	77.94	124.29
b) Interest amount remaining unpaid	-	-
ii) Interest and principal amount paid beyond appointed date	-	-
iii) Amount and interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the interest specified under this Act.	-	-
iv) Interest accrued and remaining unpaid	-	-
v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

Note 29 OTHER NOTES

a) In the opinion of the Board of Directors of the Company, the Work - in - Progress, Sundry Debtors and Loans & Advances have a value in the ordinary course of business, at least equal to the amounts at which they are stated in the accounts.

b) Confirmations of Balances have been sought from Parties and necessary adjustments have been made wherever applicable from those received. In respect of others, the balances as appearing in the books have been adopted.

d) Previous year figures have been re-grouped/re-classified wherever necessary to confirm to Current Year classification.

Note 30 RELATED PARTY DISCLOSURES

Names of related parties and relationship

Relation	Name of the Related Party	Designation
Key Management Personnel	Jim Rakesh	Managing Director
	Sukanya Rakesh	Whole - Time Director & CFO
	Senthil Kumar MM	Whole - Time Director
	Thenmozhi	Company Secretary and Compliance officer
	Rajagopalan Alagar	Independent Director
	Hariharan Dharamarajan	Independent Director
	Ethirajulu Bandaru	Independent Director
	Jeyasimmon Kenny Robert	Non - Executive Non - Independent Director
Enterprises in which Directors have Significant Influence	ROX Technology & Solutions Private Limited	
	Nisiteq Solutions	
	ROX Hitech Aps, Denmark	

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

The above information furnished by the Management has been relied upon by the Auditors

Particulars	Enterprises in which Control exists		Key Management Personnel	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Sale of Services	436.37	102.49	-	-
Purchase of Accessories	-	454.61	-	-
Expenses				
Professional Fees	-	-	-	-
Remuneration	-	-	131.25	122.77
Sitting fees	-	-	14.60	5.00
Outstanding at the Year end				
Trade Payables	132.38	367.08	-	
Trade Receivables	717.68	224.67		-
Investments	-	-	-	-

The above information furnished by the Management has been relied upon by the Auditors

Note 31 SEGMENT REPORTING

The entire operations of the Company relate only to one segment viz. 'Sale of Computer hardware components pheripheral devices, all kinds of electronic data processing equipments, providing in all kinds of software, including packaged & Customized software & Implement software solutions.' and hence no disclosure are required to be provided. The business segment have been identified on the basis of the nature of products and services, the risks and returns, internal organisation and management structure and the internal performance reporting systems.

Company's operation in different territories does not have significantly differing risks and returns.

Note 32 EARNING PER SHARE

Particulars	For the year ended March 31,2026	For the year ended March 31,2025
Net profit/(loss) for the year from continuing operations	1,692.75	1993.27
Net profit attributable to Equity Shareholders	1,692.75	1993.27
Weighted average number of equity shares	229.38	228.36
Par value of shares in Rupees	10.00	10.00
Basic Earnings per Share (in Rupees)	7.41	8.73
Diluted earnings per share (in Rupees)	7.38	8.73

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 33 NOTE ON EMPLOYEE BENEFITS

Amount recognized as expense included in 'Contribution to Provident and Other Funds' under :

Defined contribution plans	March 31,2026	March 31,2025
Contribution to Provident Fund	13.39	23.02
Contribution to Employees State Insurance		
	13.39	**23.02**

Post Employment Obligations - Gratuity

(i) Reconciliation of opening and closing balance of gratuity obligations:

Particulars	March 31,2026	March 31,2025
Net Liability as at the beginning of the period	49.57	44.00
Net Expenses in Profit and loss Account	(0.16)	5.58
Benefits Paid		-
Net Liability as at the end of the period	49.41	49.57
Present Value of Gratuity Obligation (Closing)	49.41	49.57

(ii) Expenses recognised in Statement of Profit and Loss during the year:

Particulars	March 31,2026	March 31,2025
Interest Cost	3.33	3.17
Current Service Cost	2.83	2.97
Past Service Cost		-
Expected Return on Plan Assets		-
Curtailment Cost (Credit)		-
Settlement Cost (Credit)		-
Net Actuarial (gain) / loss	(6.32)	(0.56)
Net Expenses to be recognized in P&L	(0.16)	5.58

(iii) Changes in Benefit Obligations:

Particulars	March 31,2026	March 31,2025
Opening Defined benefit Obligation	49.57	44.00
Current service cost	3.33	2.97
Interest cost for the year	2.83	3.17
Actuarial losses (gains)	(6.32)	(0.56)
Benefits paid		0
Closing Defined benefit Obligation	49.41	49.57

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

(iv) Actuarial assumptions:

Particulars	March 31,2026	March 31,2025
Rate of discounting	0.07	0.07
Salary Escalation	0.07	0.07
Attrition Rate	0.1	0.1
Mortality rate during employment Indian	Indian Assured Lives Mortality (2012-14) Ultimate	

Note 34 EXPENDITURE INCURRED ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

Particulars	March 31,2026	March 31,2025
(i) Amount required to be spent by the Company during the year	48.27	33.23
(ii) Amount of expenditure incurred	48.27	33.23
(iii) Shortfall at the end of the year	-	-
(iv) Total of previous year Shortfall	-	-
(v) Reasons for Shortfall	Not Applicable	
(vi) Details of related party transactions, e.g., contribution to a trust controlled by the Company in relation to CSR expenditure as per relevant Accounting Standard,	-	-
(vii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	Not Applicable	

Nature of CSR Activities : promotion of education of children in rural areas.

Note 35 ADDITIONAL REGULATORY INFORMATION

a) The Title deeds of the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

b) The Company does not have any investment property.

c) The Company has not revalued its Property, Plant and Equipment (including Right to Use Assets).

d) The Company has not revalued its Intangible Assets.

e) The Company has not granted Loans or Advances in the nature of loan to related parties (As per Companies Act, 2013).

f) No proceedings have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

g) The Company has been sanctioned working capital limits in excess of Rs. Five crores in aggregate from banks during the year. The quarterly returns or statements of Current Asset filed by the Company are in agreement with the Books of Account.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

h) The Company is not declared as “willful defaulter” by any bank or financial institution or other lender.

i) There are no transactions with the Companies whose name struck off under section 248 of The Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31 March, 2026.

j) All applicable cases where registration of charges or satisfaction is required to be filed with Registrar of Companies have been filed. No registration or satisfaction is pending at the year ended 31 March 2026.

k) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

l) No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.

m) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall :

  i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries)

  ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

n) The Company has not received any fund from any person or entity, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Company shall

  i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding Party (Ultimate Beneficiaries)

  ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

o) The Company has no such transaction which is not recorded in the books of accounts that has been voluntarily surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act,1961).

p) The Company has not operated in any crypto currency transactions.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 36 Details of Securities Against Credit Facilities Availed

Nature of Security and Terms of Repayment of Long Term Borrowings (Secured Loan)

Particulars	Terms of Repayment (in months)	Rate of Interest (p.a.)	Number of Instalments Outstanding as in 31-03-2024 (in months)	Earnest Monthly Instalment (EMI) / Principal Amount (Rs. In Lakhs)	Closing Balance as at 31-03-24 (Rs. In Lakhs)	Nature of Security
HDFC - Vehicle Loan	72	7.74%	18	0.30	5.28	Hypothecation of Vehicle
HDFC - Vehicle Loan	60	8.75%	31	0.17	4.72	Hypothecation of Vehicle
HDFC - Vehicle Loan	60	8.90%	21	0.17	3.54	Hypothecation of Vehicle
HDFC - Vehicle Loan	48	11.45%	33	0.19	5.59	Hypothecation of Vehicle
HDFC - Vehicle Loan	60	8.75%	40	0.22	7.67	Hypothecation of Vehicle
HDFC - Vehicle Loan	60	9.20%	45	0.22	8.34	Hypothecation of Vehicle
BMW Financial Services	48	7.77%	32	1.27	90.05	Hypothecation of Vehicle
HDFC MSME Loan - II	61	9.25%	13	2.29	29.51	Charge on book debts, stock-in-trade, Fixed Deposits
Hewlett Packard Financial Services (India) P Ltd	36	13.76%	2	8.41	8.41	Hypothecation of Stock
Hewlett Packard Financial Services (India) P Ltd	36	13.91%	3	9.48	18.65	Hypothecation of Stock
ICICI - Vehicle Loan	55	9.00%	25	0.21	4.92	Hypothecation of Vehicle
Axis Bank - Vehicle Loan	60	8.50%	56	0.31	13.55	Hypothecation of Vehicle
Kotak Mahindra Prime Ltd- Vehicle Loan	60	9.00%	48	0.31	13.05	Hypothecation of Vehicle
Subtotal						**213.28**
Less : Current Maturities classfied under Short Term Borrowings (Secured Loan)						(78.78)
Long Term Borrowings (Secured Loan)						**134.50**

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Nature of Security and Terms of Repayment of Long Term Borrowings (Unsecured Loan)

Particulars	"Terms of Repayment (in months)"	"Rate of Interest (p.a.)"	"Number of Instalments Outstanding as in 31-03-2024 (in months)"	"Earnest Monthly Instalment (EMI) / Principal Amount (Rs. In Lakhs)"	"Closing Balance as at 31-03-24 (Rs. In Lakhs)"
Adithiya Birla - II	36	15.50%	21	1.75	32.95
Bajaj Finserv OD	84	16.00%	73	0.55	39.86
Kotak Mahindra Bank Limited	36	15.00%	20	3.49	63.65
Clix Capital Services Private Limited	36	16.00%	27	1.77	40.71
Godrej Finance	36	15.50%	33	1.75	47.65
Kisetsu Saison Finance India Private Limited	30	16.00%	21	2.44	47.76
Mahindra Finance	37	16.50%	27	1.77	40.54
Siemens Financial Services Private Limited-SAP	12	12.50%	3	11.39	44.39
Siemens Financial Services Private Limited -4	18	13.00%	10	13.80	142.43
Siemens Financial Services Private Limited - SAP 2	12	12.50%	5	3.66	17.75
Siemens Financial Services Private Limited - 5	18	13.00%	11	5.43	60.79
Siemens Financial Services Private Limited -6	18	13.00%	12	11.01	132.89
Siemens Financial Services Private Limited - Lenovo 3	13	13.00%	3	11.24	85.67
Siemens Financial Services Private Limited -Inflow 1	12	12.50%	9	12.73	120.27
Siemens Financial Services Private Limited -Inflow 2	12	12.50%	10	6.67	69.02
Oxyzo Financial Service -II Loan	24	15.00%	10	6.06	56.08
L & T Finance Limited	36	15.50%	22	2.62	49.43
Subtotal					**1,091.83**
Less : Current Maturities classfied under Short Term Borrowings (Unsecured Loan)					(864.64)
Long Term Borrowings (Unsecured Loan)					**227.19**

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 37

Ageing for trade payables outstanding as at March 31, 2026 is as follows:

Particulars	< 1 year	1-2 years	2-3 years	> 3 years	Total
MSME	77.94				77.94
Others	3,365.81	205.00	103.42		3,674.23
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
	3,443.75	**205.00**	**103.42**	**-**	**3,752.17**
Accrued Expenses					
Total	**3,443.75**	**205.00**	**103.42**	**-**	**3,752.17**

Ageing for trade payables outstanding as at March 31, 2025 is as follows:

Particulars	< 1 year	1-2 years	2-3 years	> 3 years	Total
MSME	123.10	1.19	-	-	124.29
Others	2,752.65	21.82	23.94	-	2,798.41
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
	2,875.75	**23.02**	**23.94**	**-**	**2,922.71**
Accrued Expenses					-
Total	**2,875.75**	**23.02**	**23.94**	**-**	**2,922.71**

Note 38

Ageing for trade receivables outstanding as at March 31, 2026 is as follows:

Particulars	Not Due	< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	Total
Undisputed Trade receivables – considered good	-		2,931.89	997.23	220.59	192.68	4,342.39
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	**-**	**-**	**2,931.89**	**997.23**	**220.59**	**192.68**	**4,342.39**
Less: Loss Allowance							-
Total Trade Receivables	**-**	**-**	**2,931.89**	**997.23**	**220.59**	**192.68**	**4,342.39**

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Ageing for trade receivables outstanding as at March 31, 2025 is as follows:

Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	-	-	4,949.53	500.18	116.50	186.19	5,752.40
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	-	-	4,949.53	500.18	116.50	186.19	5,752.40
Less: Loss Allowance							-
Total Trade Receivables	**-**	**-**	**4,949.53**	**500.18**	**116.50**	**186.19**	**5,752.40**

Note 39 Ratio Analysis

Ratio	Numerator	Denominator	As at March 31, 2026	As at March 31, 2025	% Variance	Remarks
Current Ratio	Current Asset	Current Liabilities	1.88	1.91	-2%	
Debt-Equity Ratio	Total Debt	Total Shareholders Equity	0.52	0.42	23%	
Debt Service Coverage Ratio	Earnings available for debt service	Total Interest and principal repayments	0.39	0.62	-38%	Due to decrease in EBITDA in in the Current Year
Return On Equity Ratio	Net Profit after Tax	Shareholder's Equity	0.12	0.18	-32%	Decrease in profit in Current Year
Inventory Turnover Ratio	Net Profit after Tax	Cost of Sales Average Inventory	2.77	3.14	-12%	
Trade Receivables turnover ratio	Revenue	Average Trade Receivables	4.02	2.92	38%	Due to increase in Credit Sales
Trade payables turnover ratio	Purchases	Average Trade Payables	5.02	5.27	-5%	
Net capital turnover ratio	Revenue	Working Capital	2.06	2.35	-12%	
Net profit ratio	Net Profit	Revenue	8.00%	10.63%	-25%	
Return on Capital employed	Earning before interest and taxes	Capital employed	20.78%	27.93%	-26%	

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All figures are in Rupees Lakhs unless otherwise mentioned

Note 40 Statement of Net Assets and Profit or Loss Attributable to Owners and Minority Interest

Name of the entity	Net Assets, i.e. Total Assets Minus total liabilities		Share in Profit or Loss	
	As % of Consolidated Net Assets	Amount(Rs.)	As % of Consolidated profit or loss	Amount(Rs.)
Rox Hi-Tech Limited	99.82%	13168.71	108.59%	1763.94
Subsidiary				
ROX Hitech LLC, USA	0.19%	25.70	-6.41%	(104.19)
ROX Hitech, Mauritius	0.05%	6.47	-2.13%	(34.62)
ROX Hitech Pte Limited, Singapore	-0.06%	-8.49	-0.05%	(0.78)
Total	**100.00%**	**13,192.39**	**100.00%**	**1,624.35**
a) Adjustments arising out of Consolidation				
b) Minority Interest				
Subsidiary		(61.30)		68.40
Consolidated Net Assets/ Profit after tax		**13,131.09**		**1,692.75**

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